U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

[X] **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarter ended: **December 31, 2014**

or

[ ] **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Transition Period from ___________ to____________

Commission File Number: **333-193347**

NightFood Holdings, Inc.
(Exact name of registrant as specified in its charter)

Nevada	**46-3885019**
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)
520 White Plains Road, Suite 500 **Elmsford, New York**	**10591**
(Address of Principal Executive Offices)	(Zip Code)

212-828-8275
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirement for the past 90 days. Yes [X] No [ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes [X] No [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act (Check One):

Large accelerated filer [ ]	Accelerated filer [ ]
Non-accelerated filer [ ]	Smaller reporting company [X]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12(b)-2 of the Exchange Act). Yes [ ] No [X]

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date. At February 10, 2015, the registrant had outstanding 25,486,560 shares of common stock.

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PART I – FINANCIAL INFORMATION

Item 1. Financial Statements.

NightFood Holdings, Inc.
Financial Statements
For the six month period ended
December 31, 2014 and December 31, 2013

NightFood Holdings, Inc.
CONDENSED CONSOLIDATED BALANCE SHEETS

	December 31, 2014	June 30, 2014
ASSETS	(Unaudited)	
Current assets :		
Cash	$ 5,059	$ 49,028
Accounts receivable (net of allowance of $0 and $0, respectively)	53,199	30
Inventory	67,307	72,415
Other current asset	4,904	1,500
Total current assets	130,468	122,973
Total assets	$ 130,468	$ 122,973
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities:		
Accounts payable	$ 52,478	$ 26,555
Accrued interest expense -related party	42,572	37,072
Deferred revenue	-	457
Short-term borrowings	3,820	3,649
Advance- related party	15,000	-
Short-term borrowings-related party	134,517	134,517
Total current liabilities	248,387	202,250
Long term borrowings	8,618	10,850
Commitments and contingencies	-	-
Stockholders' deficit:		
Common stock, without par value, 100,000,000 shares authorized, and 25,486,560 issued and outstanding as of December 31,2014 and 25,130,560 outstanding as of June 30, 2014, respectively	25,487	25,131
Additional paid in capital	1,345,460	1,256,816
Accumulated deficit	(1,497,484)	(1,372,074)
Total stockholders' deficit	(126,537)	(90,127)
Total Liabilities and Stockholders' Deficit	$ 130,468	$ 122,973

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

NightFood Holdings, Inc.
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

	For the six month period ended December 31, 2014	For the six month period ended December 31, 2013	For the three month period ended December 31, 2014	For the three month period ended December 31, 2013
Revenues	$ 63,607	$ 1,308	$ 31,704	$ 513
Operating expenses				
Cost of product sold	52,130	-	29,280	-
Advertising and promotional	43,679	-	37,927	-
Selling, general and administrative	26,840	4,223	14,915	2,585
Professional Fees	60,522	13,303	12,820	7,808
Total operating expenses	183,171	17,526	94,942	10,393
Loss from operations	(119,564)	(16,218)	(63,238)	(9,880)
Interest expense - bank debt	346	752	60	349
Interest expense - related party	5,500	5,500	2,750	2,750
Total interest expense	5,846	6,252	2,810	3,099
Provision for income tax	-	-	-	-
Net loss	$ (125,410)	$ (22,470)	$ (66,048)	$ (12,979)
Basic and diluted net loss per common share	(0.00)	(0.00)	(0.00)	(0.00)
Weighted average shares of capital outstanding - basic and diluted	25,333,669	20,013,462	25,471,495	20,013,462

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

NightFood Holdings, Inc.

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

		For the six months ended December 31, 2014		For the six months ended December 31, 2013
CASH FLOWS FROM OPERATING ACTIVITIES:				
Net loss	$	(125,410)	$	(22,470)
Adjustments to reconcile net loss to net cash used in operations activities:				
Stock issued for services		12,500		-
Increase in accounts receivable		(53,169)		-
Decrease in inventory		5,108		-
Increase in other current assets		(3,404)		-
Increase in accounts payable		25,923		3,726
Increase in accrued expenses		5,500		5,500
Decrease in deferred revenue		(457)		-
Net cash used in operating activities		(133,409)		(13,244)
CASH FLOWS FROM FINANCING ACTIVITIES:				
Proceeds from the sale of stock		76,500		32,500
Short-term borrowings-related party		15,000		4,850
Repayment of Short-term debt		(2,060)		(1,587)
Net cash provided by financing activities		89,440		35,763
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS		(43,969)		22,519
Cash and cash equivalents, beginning of period		49,028		913
Cash and cash equivalents, end of period	$	5,059	$	23,432
Supplemental Disclosure of Cash Flow Information:				
Cash Paid For:				
Interest	$	346	$	752
Taxes paid	$	-	$	-

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

1. Description of Business

NightFood Holdings, Inc. (the "Company") is a New York Corporation organized January 14, 2010 and commenced operations during the first quarter 2010. The Company has acquired the web site nightfood.com. The Company's business model is to manufacture and distribute nutritional products to provide consumers better & healthier nighttime snack options to support better health and better sleep.
The Company's fiscal year end is June 30.

The Company currently maintains its corporate office in Tarrytown, New York.

2. Summary of Significant Accounting Policies

Management is responsible for the fair presentation of the Company's financial statements, prepared in accordance with U.S. generally accepted accounting principles (GAAP).

Interim Financial Statements

These unaudited condensed consolidated financial statements as of and for the six (6) and three (3) months ended December 31, 2014 and 2013, respectively, reflect all adjustments including normal recurring adjustments, which, in the opinion of management, are necessary to present fairly the financial position, results of operations and cash flows for the periods presented in accordance with the accounting principles generally accepted in the United States of America.

These interim unaudited condensed consolidated financial statements should be read in conjunction with the Company's consolidated financial statements and notes thereto for the years ended June 30, 2014 and 2013, respectively, which are included in the Company's June 30, 2014 Annual Report on Form 10-K filed with the United States Securities and Exchange Commission on September 29, 2014. The Company assumes that the users of the interim financial information herein have read, or have access to, the audited consolidated financial statements for the preceding period, and that the adequacy of additional disclosure needed for a fair presentation may be determined in that context. The results of operations for the six (6) and three (3) months ended December 31, 2014 are not necessarily indicative of results for the entire year ending June 30, 2015.

Use of Estimates

The preparation of unaudited condensed consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Estimates are used in the determination of allowance for doubtful accounts, allowance for inventory write-downs and write offs, the valuation for non-cash issuances of common stock, and the website, income taxes and contingencies, among others.

Cash and Cash Equivalents

The Company classifies as cash and cash equivalents amounts on deposit in the banks and cash temporarily in various instruments with original maturities of three months or less at the time of purchase.

Fair Value of Financial Instruments

Statement of financial accounting standard FASB Topic 820, Disclosures about Fair Value of Financial Instruments, requires that the Company disclose estimated fair values of financial instruments. The carrying amounts reported in the statements of financial position for assets and liabilities qualifying as financial instruments are a reasonable estimate of fair value.

Inventory

Inventories consisting of packaged food items and supplies are stated at the lower of cost (FIFO) or market, including provisions for spoilage commensurate with known or estimated exposures which are recorded as a charge to cost of sales during the period spoilage is incurred. The Company has no minimum purchase commitments with its vendors.

Advertising Costs
Advertising costs are expensed when incurred and are included in advertising and promotional expense in the accompanying unaudited condensed consolidated statements of operations. The Company incurred advertising costs of $43,679 and $0 for the six months ended December 31, 2014 and 2013, respectively.

Income Taxes
The Company has not generated any taxable income, and, therefore, no provision for income taxes has been provided.

Deferred incme taxes are reported for timing differences between items of income or expense reported in the financial statements and those reported for income tax purposes in accordance with FASB Topic 740, "Accounting for Income Taxes", which requires the use of the asset/liability method of accounting for income taxes. Deferred income taxes and tax benefits are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, and for tax loss and credit carry-forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The Company provides for deferred taxes for the estimated future tax effects attributable to temporary differences and carry-forwards when realization is more likely than not.

A valuation allowance has been recorded to fully offset the deferred tax asset even though the Company believes it is more likely than not that the assets will be utilized.

The Company's effective tax rate differs from the statutory rates associated with taxing jurisdictions because of permanent and temporary timing differences as well as a valuation allowance.

Revenue Recognition
The Company generates its revenue from products sold from traditional retail outlets along with items distributed from the Company's website.

All sources of revenue is recorded pursuant to FASB Topic 605 Revenue Recognition, when persuasive evidence of arrangement exists, delivery of services has occurred, the fee is fixed or determinable and collectability is reasonably assured.

Concentration of Credit Risk
Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash deposits at financial institutions. At various times during the year, the Company may exceed the federally insured limits. To mitigate this risk, the Company places its cash deposits only with high credit quality institutions. Management believes the risk of loss is minimal. At December 31, 2014 and 2013 the Company did not have any uninsured cash deposits.

Impairment of Long-lived Assets
The Company accounts for long-lived assets in accordance with the provisions of FASB Topic 360, Accounting for the Impairment of Long-Lived Assets. This statement requires that long-lived assets and certain identifiable intangibles be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell. Fair values are determined based on quoted market value, discounted cash flows or internal and external appraisals, as applicable.

Recent Accounting Pronouncements
The Company has assessed all newly issued accounting pronouncements released during the quarters ended December 31, 2014 and 2013, and have found some of them to have a material impact on the Company's financial statements.

Recently Adopted Accounting Standards
In February 2013, the Financial Accounting Standards Board (the "FASB") issued *Accounting Standards Update*

(“ASU”) *2013-04, Liabilities (Topic 405): Obligations Resulting from Joint and Several Liability Arrangements for which the Total Amount of the Obligation Is Fixed at the Reporting Date* (“ASU 2013-04”). ASU 2013-04 addresses the recognition, measurement, and disclosure of certain obligations resulting from joint and several arrangements including debt arrangements, other contractual obligations, and settled litigation and judicial rulings. This ASU is effective for public entities for fiscal years, and interim periods within those years, beginning after December 15, 2013. The adoption of ASU 2013-04 did not have a material impact on the financial statements of the Company.

In March 2013, the FASB issued *ASU 2013-05, Foreign Currency Matters (Topic 830): Parent's Accounting for the Cumulative Translation Adjustment upon Derecognition of Certain Subsidiaries or Groups of Assets within a Foreign Entity or of an Investment in a Foreign Entity* (“ASU 2013-05”). ASU 2013-05 addresses the accounting for the cumulative translation adjustment when a parent either sells a part or all of its investment in a foreign entity or no longer holds a controlling financial interest in a subsidiary or group of assets that is a nonprofit activity or a business within a foreign entity. The guidance outlines the events when cumulative translation adjustments should be released into net income and is intended by FASB to eliminate some disparity in current accounting practice. This ASU is effective prospectively for fiscal years, and interim periods within those years, beginning after December 15, 2013. The adoption of ASU 2013-05 did not have a material impact on the financial statements of the Company.

In July 2013, the FASB issued *ASU 2013-11, Income Taxes (Topic 740): Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists* (“ASU 2013-11”), whereby it amended its guidance related to the presentation of unrecognized tax benefits. The standard provides that an unrecognized tax benefit, or a portion of an unrecognized tax benefit, should be presented in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward, except as follows. To the extent a net operating loss carryforward, a similar tax loss, or a tax credit carryforward is not available at the reporting date under the tax law of the applicable jurisdiction to settle any additional income taxes that would result from the disallowance of a tax position or the tax law of the applicable jurisdiction does not require the entity to use, and the entity does not intend to use, the deferred tax asset for such purpose, the unrecognized tax benefit should be presented in the financial statements as a liability and should not be combined with deferred tax assets. This guidance is effective for annual reporting periods beginning on or after December 15, 2013, and interim periods within those annual periods. The guidance is to be applied prospectively to all unrecognized tax benefits that exist at the effective date. The adoption of ASU 2013-11 did not have a material impact on the financial statements of the Company.

In June 2014, the FASB issued *ASU 2014-10, “Development Stage Entities (Topic 915): Elimination of Certain Financial Reporting Requirements”* (“ASU 2014-10”), which eliminates the distinction of a development stage entity and certain related disclosure requirements, including the elimination of inception-to-date information on the statements of operations, cash flows and changes in stockholders’ equity. The amendments in ASU 2014-10 are effective prospectively for annual reporting periods beginning after December 15, 2014, and interim periods within those annual periods; however early adoption is permitted. The Company evaluated and adopted ASU 2014-10 early for the current period presented.

Recently Issued Accounting Standards

In August 2012, the FASB issued *ASU 2012-03, Technical Amendments and Corrections to SEC Sections: Amendments to SEC Paragraphs Pursuant to SEC Staff Accounting Bulletin (SAB) No. 114, Technical Amendments Pursuant to SEC Release No. 33-9250, and Corrections Related to FASB Accounting Standards Update 2010-22 (SEC Update)* (“ASU 2012-03”). This update amends various SEC paragraphs pursuant to the issuance of SAB No. 114. The adoption of ASU 2012-03 is not expected to have a significant impact on our financial position or results of operations.

In April 2014, the FASB issued *ASU 2014-08, Presentation of Financial Statements (Topic 205) and Property, Plant, and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity* (“ASU 2014-08”), which includes amendments that change the requirements for reporting discontinued operations and require additional disclosures about discontinued operations. Under the new guidance, only disposals representing a strategic shift in operations should be presented as discontinued operations. Those strategic shifts should have a major effect on the organization’s operations and financial results. Additionally, ASU 2014-08 requires expanded disclosures about discontinued operations that will provide financial statement users with more information about the assets, liabilities, income, and expenses of discontinued operations. The new standard is effective for the Company on July 1, 2015. Early application is permitted. The Company is evaluating the effect that ASU 2014-08 will have on its consolidated financial statements and related disclosures.
In May 2014, the FASB issued *ASU 2014-09, Revenue from Contracts with Customers (Topic 606)* (“ASU 2014-

09”), which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. ASU 2014-09 will replace most existing revenue recognition guidance in U.S. GAAP when it becomes effective. The new standard is effective for the Company on July 1, 2017. Early application is not permitted. The standard permits the use of either the retrospective or cumulative effect transition method. The Company is evaluating the effect that ASU 2014-09 will have on its consolidated financial statements and related disclosures.

In August 2014, the FASB issued *ASU 2014-15, Presentation of Financial Statements—Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern* (“ASU 2014-15”), which provides guidance on determining when and how to disclose going-concern uncertainties in the financial statements. The new standard requires management to perform interim and annual assessments of an entity’s ability to continue as a going concern within one year after the date the financial statements are issued. An entity must provide certain disclosures if “conditions or events raise substantial doubt about the entity’s ability to continue as a going concern.” ASU 2014-15 applies to all entities and is effective for annual periods ending after December 15, 2016, and interim periods thereafter, with early adoption permitted. The Company is currently assessing the impact of this guidance.

On January 9, 2015, the FASB issued *ASU 2015-01, Income Statement – Extraordinary and Unusual Items (Subtopic 225-20): Simplifying Income Statement Presentation by Eliminating the Concept of Extraordinary Items* (“ASU 2015-01”), which eliminates the concept of extraordinary items and the uncertainty in determining when an item is both unusual in nature and infrequent in occurrence. Presently, an event or transaction is presumed to be ordinary activity unless evidence clearly supports the transaction as unusual in nature and infrequent in occurrence. If an event or transaction is determined to be unusual and infrequent, it is deemed to be extraordinary, and is required to be segregated from the results of ordinary operations on the face of the income statement, net of tax, after income from continuing operations, along with other financial statement disclosures. ASU 2015-01 eliminates the concept of extraordinary items from the income statement presentation. Eliminating this concept removes the uncertainty in determining when a transaction is both unusual in nature and infrequent in occurrence. However, the presentation and disclosure guidance for items that are unusual in nature or occur infrequently will be retained and will be expanded to include items that are both unusual in nature and infrequently occurring. ASU 2015-01 aligns U.S. GAAP with International Accounting Standard 1, which prohibits the presentation and disclosure of extraordinary items. ASU 2015-01 is effective for years beginning after December 15, 2015, with early adoption permitted. The Company is currently assessing the impact of this guidance.

Management does not believe that any other recently issued, but not yet effective accounting pronouncements, if adopted, would have a material effect on the accompanying financial statements.

3. Going Concern

The Company's unaudited condensed consolidated financial statements are prepared using generally accepted accounting principles, which contemplate the realization of assets and liquidation of liabilities in the normal course of business. Because the business is new and has limited operating history and relatively few sales, no certainty of continuation can be stated.

Management is taking steps to raise additional funds to address its operating and financial cash requirements to continue operations in the next twelve months. Management has devoted a significant amount of time in the raising of capital from additional debt and equity financing. However, the Company’s ability to continue as a going concern is dependent upon raising additional funds through debt and equity financing and generating revenue. There are no assurances the Company will receive the necessary funding or generate revenue necessary to fund operations.

4. Accounts receivable

The Company’s accounts receivable arise primarily from the sale of the Company’s nutritional snack bar. On a periodic basis, the Company evaluates each customer account and based on the days outstanding of the receivable, history of past write-offs, collections, and current credit conditions, writes off accounts it considers uncollectible. Invoices are typically due in 60 – 90 days. The Company does not accrue interest on past due accounts and the Company does not require collateral. Accounts become past due on an account-by-account basis.

Determination that an account is uncollectible is made after all reasonable collection efforts have been exhausted.

5. Inventory

Inventory consists of the following at December 31, 2014 and June 30, 2014:

		December 31, 2014		June 30, 2014
Finished Goods	$	55,145	$	47,424
Deposits on Product		12,113		1,991
Packaging		49		23,000
TOTAL	$	67,307	$	72,415

Inventories are stated at the lower of cost or market. The company periodically reviews the value of items in inventory and provides write-downs or write-offs of inventory based on its assessment of market conditions and the products relative shelf life. Write-downs and write-offs are charged to loss on inventory write down.

6. Other Current Liabilities

Other current liabilities consist of the following at December 31, 2014 and June 30, 2014:

		December 31, 2014		June 30, 2014
Imputed interest on related party note-Sean Folkson	$	42,572	$	37,072
TOTAL	$	42,572	$	37,072

7. Borrowings

On November 24, 2010, the Company entered into a Small Business Working Capital Loan with a well-established Bank. The loan is personally Guaranteed by the Company's Chief Executive Officer, which is further Guaranteed for 90% by the United States Small Business Administration (SBA).

The term of the loan is seven years until full amortization and currently carries an 8% interest rate, which is based upon Wall Street Journal ("WSJ") Prime 3.75 % Plus 4.75% and is adjusted quarterly. Monthly principal payments are required during this 84 month period. The loan will mature on 11/30/17.

Interest expense for the six month period ended December 31, 2014 and 2013, totaled $346 and $752, respectively.

8. Capital Stock Activity

On October 16, 2013, the NightFood, Inc. became a wholly-owned subsidiary of NightFood Holdings, Inc., accordingly, the stockholders' equity has been revised to reflect the share exchange on a retroactive basis.

The Company is authorized to issue One Hundred Million (100,000,000) shares of $0.001 par value per share Common Stock. Holders of Common Stock are each entitled to cast one vote for each Share held of record on all matters presented to shareholders. Cumulative voting is not allowed; hence, the holders of a majority of the outstanding Common Stock can elect all directors. Holders of Common Stock are entitled to receive such dividends as may be declared by the Board of Directors out of funds legally available therefore and, in the event of liquidation, to share pro-rata in any distribution of the Company's assets after payment of liabilities. The Board of Directors is not obligated to declare a dividend and it is not anticipated that dividends will be paid unless and until the Company is profitable. Holders of Common Stock do not have pre-emptive rights to subscribe to additional shares if issued by the Company. There are no conversion, redemption, sinking fund or similar provisions regarding the Common Stock. All of the outstanding Shares of Common Stock are fully paid and non-assessable and all of the Shares of Common Stock offered thereby will be, upon issuance, fully paid and non-assessable. Holders of Shares of Common Stock will have full rights to vote on all matters brought before shareholders for their approval, subject to preferential rights of holders of any series of Preferred Stock. Holders of the Common Stock will be entitled to receive dividends, if and as declared by the Board of Directors, out of funds legally available, and share pro-rata in any distributions to holders of Common Stock upon liquidation. The holders of Common Stock will have no conversion, pre-emptive or other subscription rights. Upon any liquidation, dissolution or winding-up of the Company, assets, after the payment of debts and liabilities and any liquidation preferences of, and unpaid dividends on, any class of preferred stock then outstanding, will be distributed pro-rata to the holders of the common stock. The holders of the common stock have no right to require the Company to redeem or purchase their shares. Holders of shares of common stock do not have cumulative voting rights, which means that the holders of more than 50% of the outstanding shares, voting for the election of directors, can elect all of the directors to be elected, if they so choose, and, in that event, the holders of the remaining shares will not be able to elect any of our directors.

The Company has 25,486,560 and 25,130,560 shares of its $0.001 par value common stock issued and outstanding as of December 31, 2014 and June 30, 2014 respectively.

During the six months ended December 31, 2014:

-the Company issued 306,000 shares of common stock for cash proceeds of $76,500,
-and issued 50,000 shares of common stock for services with a fair value of $12,500.

Dividends

The Company has never issued dividends.

Warrants

The Company has never issued any warrants.

Options

The Company has never issued options.

9. Advances by Affiliates

The Company received cash from Mr. Folkson, the Company's Chief Executive Officer and related party, $15,000 during the six months ended December 31, 2014, to supplement the Company's working capital these advances are recorded in the line item; Advance- related party. The amounts included in short term borrowings – related party balances of $134,517 and $134,517 at December 31, 2014 and June 30, 2014, respectively, is a Note and is repayable to Mr. Folkson upon Mr. Folkson providing the Borrower with written notice of demand, according to certain terms. However Mr. Folkson may not demand repayment of the Note until the Company is profitable, and in a positive cash flow position. At that time, Mr. Folkson may demand repayment. Company agrees to make payments equal to 10% of the monthly positive cash flow of the Company until balance is paid in full.

Included in advance- related party is $15,000 which is a short term advance to the company which is expected to be repaid during the third quarter 2015.

Imputed interest expense accrued on the note payable to Mr. Folkson totaled $5,500 and $5,500 for the six months ended December 31, 2014 and 2013, respectively.

10. Subsequent Events

Management of the Company has assessed all significant subsequent events through the date upon which the financial statements first became available for public release.

On January 6th, 2015 we entered into an advisory agreement with Alina Healthcare Products, LLC, which is headed by Tom Morse. Prior to forming Alina, Mr. Morse was the co-founder and President of Living Essentials LLC (5-Hour Energy) from 1999 to 2005. During that period, as president of the company, he managed the growth of the 5-Hour Energy business and brand while establishing U.S. distribution arrangements with leading national retailers. Morse has agreed to provide consulting services to NightFood related to product development, marketing, branding, and distribution strategies. The company intends to issue 54,000 shares of the company's stock in conjunction with this agreement as compensation for these services.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

FORWARD LOOKING STATEMENT INFORMATION

Certain statements made in this Quarterly Report on Form 10-Q involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. You can identify these statements by the fact that they do not relate strictly to historical or current facts, and use words such as "anticipate," "believe," "estimate," "expect," "forecast," "may," "should," "plan," "project," "will" and other words of similar meaning. The forward-looking statements included herein are based on current expectations that involve numerous risks and uncertainties. Our plans and objectives are based, in part, on assumptions involving judgments with respect to, among other things, future economic, competitive and market conditions, technological developments related to business support services and outsourced business processes, and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond our control.

Although we believe that our assumptions underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate and, therefore, there can be no assurance that the forward-looking statements included in this Quarterly Report on Form 10-Q will prove to be accurate. In light of the significant uncertainties inherent in the forward-looking statements included herein particularly in view of the current state of our operations, the inclusion of such information should not be regarded as a statement by us or any other person that our objectives and plans will be achieved. Factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements include, but are not limited to, the factors set forth under the headings "Business" and "Risk Factors" within our Annual Report on Form 10-K for the fiscal year ended June 30, 2014, as well as the other information set forth herein.

OVERVIEW

We are a nutritional food development, marketing and distribution company relying on our unique product, unique product positioning, and our marketing expertise to develop and market nutritional/snack foods that are appropriate for evening consumption. Over the past fifteen months, we have raised $$299,500 through private sales of our common stock. Approximately $100,000 has been invested in inventory, as we developed and manufactured a complete run of NightFood Cookies n' Dreams bars in June 2014, and a complete run of NightFood Midnight Chocolate Crunch bars in August 2014.

NightFood bars are initially being sold in approximately 700 GNC locations throughout the United States. The Company continues to advance discussions with other major retail chains in the specialty nutrition space, as well as mass drug and national supermarket chains, to establish national distribution for its products. Vendor paperwork has already been started with one of these retailers, and we anticipate our first purchase order from this retailer in the spring of 2015.

DEVELOPMENT PLANS

The Company plans to continue to expand distribution channels through major national retail chains in specialty nutrition, mass drug, and supermarkets. Continued implementation of our business plan is dependent on our ability to raise additional capital to invest in marketing and inventory to support the expanded distribution and new sales outlets.

INFLATION

Inflation can be expected to have an impact on our operating costs. A prolonged period of inflation could cause a general economic downturn and negatively impact our results. However, the effect of inflation has been minimal over the past three years.

SEASONALITY

We do not believe that our business will be seasonal to any material degree.

RESULTS OF OPERATIONS FOR THE THREE AND SIX MONTH PERIODS ENDED DECEMBER 31, 2014 AND DECEMBER 31, 2013

For the three and six months ended December 31, 2014, we had revenues of $31,704 and $63,607 respectively, and incurred a net loss of $66,048 and $125,410 respectively. These losses were mainly attributable to the increase in cost of product sold, professional fees, trade show expenses, hiring a public relations firm, and other advertising and promotion as we begin to secure market awareness for our products.

For the three and six months ended December 31, 2013, we had revenues of $513 and $1,308 respectively, and incurred a net loss of $12,979 and $22,470 respectively. We had limited operations during these periods, and were focused on restructuring our operations, and raising the capital needed to go forward with our business plan.

Revenue

Our revenues for the three month and six month periods ended December 31, 2014 were $31,704 and $63,607 respectively, compared to $513 and 1,308 for the three and six month periods ended December 31, 2013. The majority of our YTD revenue was derived from wholesale sales of NightFood bars to GNC, with the balance of revenues derived from retail sales of NightFood bars direct to consumers via our website, and via Amazon.com through their "Fulfilled by Amazon" program. We continue to anticipate quarterly revenue growth going forward as we have been focusing our efforts to expand distribution and gain consumer traction.

Inventory

As of December 31, 2014, we had approximately $67,000 worth of product in inventory, compared to minimal inventory as of December 31, 2013.

Operating Expenses

Our operating expenses increased by $84,549 for the three month period ended December 31, 2014, from $10,393 for the three month period ended December 31, 2013. The increase was primarily due to the increase in costs of goods sold as it relates to the increase in sales during the reporting period, along with advertising of approximately $14,000, and approximately $16,500 on trade shows, public relations expenses of $3,300, selling expenses of approximately $12,000, and an increase in professional fees of approximately $5,000.

Operating expenses for the six month period ended December 31, 2014 were $183,171 compared to $17,526 for the six month period ended December 31, 2013. The increase was primarily due to the increase in costs of goods sold relating to an increase in sales, along with increases in professional fees, advertising and marketing expenses, and selling expenses.

Customers

For both the three and six month periods ending December 31, 2014, sales to GNC represented a majority of our revenues. The balance of revenues was comprised of sales direct to consumer, and through sales via Amazon.com through the "Fulfilled By Amazon" program. The Company is in discussions with other major retail chains in the specialty nutrition vertical, as well as mass drug, and supermarket chains.

LIQUIDITY AND CAPITAL RESOURCES

As of December 31, 2014, we had cash on hand of $5,059, and inventory value of $67,307. During the quarter ended December 31, 2014, we successfully raised $43,500 through the private sale of our common stock. These proceeds were used to increase both cash and inventory on our balance sheet. Much of these funds went towards broker fees, trade shows, public relations, and paid advertising as we continue to increase awareness of our product and work to expand our national distribution footprint.

Since our inception, we have sustained operating losses. During the six months ended December 31, 2014, we incurred a net loss of $125,410 and had a total stockholders' deficit of $126,537 at December 31, 2014.

The Company has limited available cash resources and we do not believe our cash on hand will be adequate to satisfy our ongoing working capital needs. The Company is continuing to negotiate with third parties in an attempt to obtain additional sources of funds to finance the Company's operations, of which it can give no assurance of success. However, we believe that our current capitalization structure, combined with achievement of milestones such as purchase orders from major retailer chains, will enable us to achieve successful financings to continue our growth.

Even if the Company is successful in raising additional funds, the Company cannot give any assurance that it will, in the future, be able to achieve a level of profitability from the sale of its products to sustain its operations. These conditions raise substantial doubt about the Company's ability to continue as a going concern. The accompanying financial statements do not include any adjustments to reflect the possible future effects on recoverability and reclassification of assets or the amounts and classification of liabilities that may result from the outcome of this uncertainty.

During the six months ended December 31, 2014, net loss from operating activities was $125,410 compared to $22,470 for the six months ended December 31, 2013. The increase was primarily attributable to an increase in costs of goods sold relating to an increase in sales, along with increases in professional fees, advertising and marketing expenses, and selling expenses, during the six months ended December 31, 2014 compared to the same period in 2013.

During the six months ended December 31, 2014 and 2013 respectively, there was not any net cash provided in investing activities.

During the six months ended December 31, 2014, net cash aggregating $89,440 was provided by financing activities, which represents net proceeds of $76,500 from private sales of our common stock, $15,000 related to an advance by a related party and offset by a required payment of $2,060 of our bank loan. During the six months ended December 31, 2013, net cash aggregating $35,763 was provided by financing activities, which represented $32,500 from the proceeds from the sale of stock, $4,850 related to an advance by a related party and offset by a required payment of $1,587 of our bank loan.

From our inception in January 2010 through December 31, 2014, we have generated an accumulated deficit of approximately $1,497,484. Assuming we raise additional funds and continue operations, we expect to incur additional operating losses during the majority of the remainder of 2015 and possibly thereafter. We plan to continue to pay or satisfy existing obligation and commitments and finance our operations, as we have in the past, primarily through the sale of our securities and other forms of external financing until such time that we are able to generate sufficient funds from the sale of our products to finance our operations, of which we can give no assurance.

Critical Accounting Policies and Estimates

Our discussion and analysis of our financial condition and results of operations is based on our unaudited condensed consolidated financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles. The preparation of these unaudited condensed consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent liabilities. On an on-going basis, we evaluate past judgments and our estimates, including those related to allowance for doubtful, allowance for inventory write-downs and write offs, deferred income taxes, provision for contractual obligations and our ability to continue as a going concern. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Note 2 to the consolidated financial statements, presented in our Annual Report on Form 10-K for the fiscal year ended June 30, 2014, describe the significant accounting estimates and policies used in preparation of our consolidated financial statements. There were no significant changes in our critical accounting estimates during the six months ended December 31, 2014.

OTHER EVENTS

Subsequent Events

On January 6th, 2015 we entered into an advisory agreement with Alina Healthcare Products, LLC, which is headed by Tom Morse. Prior to forming Alina, Mr. Morse was the co-founder and President of Living Essentials LLC (5-Hour Energy) from 1999 to 2005. During that period, as president of the company, he managed the growth of the 5-Hour Energy business and brand while establishing U.S. distribution arrangements with leading national retailers. Morse has agreed to provide consulting services to NightFood related to product development, marketing, branding, and distribution strategies. The company intends to issue 54,000 shares of the company's stock in conjunction with this agreement as compensation for these services.

OFF BALANCE SHEET ARRANGEMENTS

None

Item 3. Quantitative and Qualitative Disclosures about Market Risk.

There has been no material change in our market risks since the end of the fiscal year 2013.

Item 4. Controls and Procedures.

The term disclosure controls and procedures means controls and other procedures of an issuer that are designed to ensure that information required to be disclosed by the issuer in the reports that it files or submits under the Exchange Act (15 U.S.C. 78a, *et seq.*) is recorded, processed, summarized and reported, within the time periods specified in the Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

The term internal control over financial reporting is defined as a process designed by, or under the supervision of, the issuer's principal executive and principal financial officers, or persons performing similar functions, and effected by the issuer's board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the issuer;

- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the issuer are being made only in accordance with authorizations of management and directors of the issuer; and

- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the issuer's assets that could have a material effect on the financial statements.

Our management, including our chief executive officer and chief financial officer, does not expect that our disclosure controls and procedures or our internal controls over financial reporting will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of inherent limitations in all control systems, internal control over financial reporting may not prevent or detect misstatements, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the registrant have been detected. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Evaluation of Disclosure and Controls and Procedures. Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) under the Exchange Act. Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States. We carried out an evaluation, under the supervision and with the participation of our management, including our chief executive officer and chief financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report. The evaluation was undertaken in consultation with our accounting personnel. Based on that evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures were not effective at December 31, 2014 due to the lack of accounting personnel. We intend to hire additional employees when we obtain sufficient capital.

Changes in Internal Controls over Financial Reporting. There were no changes in the internal controls over our financial reporting that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings.

We are not engaged in any litigation at the present time, and management is unaware of any claims or complaints that could result in future litigation. Management will seek to minimize disputes with its customers but recognizes the inevitability of legal action in today's business environment as an unfortunate price of conducting business.

Item 1A. Risk Factors.

Not applicable.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

During the quarter ended December 31, 2014, we sold an aggregate of 174,000 shares of common stock at $0.25 per share to four investors in a private offering under Regulation D. These investors indicated their investment intent and the certificates, when issued, will bear an appropriate legend reflecting their lack of registration under the Securities Act of 1933, as amended. The proceeds of these sales are being be used as working capital to help fund product production and marketing.

Item 3. Defaults Upon Senior Securities.

Not applicable.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

None.

Item 6. Exhibits.

Exhibit	Exhibit Description
31.1	Rule 13a-14(a)/15d-14(a) certification of Chief Executive Officer
32.1	Section 1350 certification of Chief Executive Officer
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB*	XBRL Taxonomy Extension Labels Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
	NOTE In accordance with Regulation S-T, the XBRL-related information on Exhibit No. 101 to this Quarterly Report on Form 10-Q shall be deemed "furnished" herewith and not "filed."

SIGNATURES

In accordance with Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

	NightFood Holdings, Inc.
February 12, 2015	By: /s/ Sean Folkson Sean Folkson, Chief Executive Officer (Principal Executive, Financial and Accounting Officer)

Exhibit 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Sean Folkson, certify that:

1. I have reviewed this Form 10-Q of NightFood Holdings, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods present in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13-a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principals;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involved management or other employees who have a significant role in the registrant's internal control over financial reporting.

February 12, 2014

By: /s/ Sean Folkson
Sean Folkson
Chief Executive Officer
(Principal Executive, Financial and Accounting Officer)

Exhibit 32.1

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the accompanying Quarterly Report on Form 10-Q of NightFood Holdings, Inc. for the fiscal quarter ending December 31, 2014, I, Sean Folkson, Chief Executive Officer of NightFood Holdings, Inc.., hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to the best of my knowledge and belief, that:

1. Such Quarterly Report on Form 10-Q for the fiscal quarter ending December 31, 2014, fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in such Quarterly Report on Form 10-Q for the fiscal quarter ending December 31, 2014, fairly presents, in all material respects, the financial condition and results of operations of NightFood Holdings, Inc.

February 12, 2015	By: /s/ Sean Folkson Sean Folkson Chief Executive Officer (Principal Executive, Financial and Accounting Officer)