UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL OMB Number: Estimated average burden hours per response... 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)																
Name and Address of Reporting Person – Folkson Sean				Issuer Name and Ticker or Trading Symbol NightFood Holdings, Inc. [NGTF]							:	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X_ Director X_ 10% Owner				
(Last) (First) (Middle) 85 PARKVIEW ROAD				3. Date of Earliest Transaction (Month/Day/Year) 11/12/2015							Ī	X_Officer (give title below) Other (specify below) CEO				
(Street) ELMSFORD, NY 10523			4. If Amendment, Date Original Filed(Month/Day/Year) 12/30/2015							6. Individual or Joint Group FilingCheck Applicable Line) X. Form filel by One Reporting Person Form filed by More than One Reporting Person						
(City) (State) (Zip)				Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
1.Title of Security (Instr. 3)			ansaction Date 2A. De Execut any		, if (Inst	(Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		or	(Instr. 3 and 4)			Ownership of Form:	7. Nature of Indirect Beneficial Ownership	
				(Month/Day/Ye	ai)	Code	v	Amount	(A) or (D)	Price					(Instr. 4)
NGTF Common Stock			11/12/201	15			S		20,000	D	\$ 0.25	13,733,568			D	
NGTF Common Stock			11/12/201	15			S ⁽¹⁾		60,000	D	\$ 0.25	13,673,568			D	
Reminder: Report on a separate	line for each class of	securities beneficially	owned directly or in	ndirectly.												
												information contained in this fo ntly valid OMB control number.	rm are not re	quired to	SEC	1474 (9-02)
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	(Month/Day/Year) Ex	3A. Deemed Execution Date, if any (Month/Day/Year)		(Instr. 8) Secu Disp		umber of Derivative urities Acquired (A) or losed of (D) r. 3, 4, and 5)				Securit	e and Amount of Underlying ties 3 and 4)	Derivative De Security Se (Instr. 5) Be	Derivative Securities Beneficially	Ownership Form of Derivative	Beneficial Ownership
				Cod	de V	(A)		(D)	Date Exercisab	Expiratio Date	n Title	Amount or Number of Shares		Owned Following Reported Transaction(s) (Instr. 4)	Security: Direct (D) or Indirect (I) (Instr. 4)	(Instr. 4)

Reporting Owners

B 1 0 Y 1	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Folkson Sean 85 PARKVIEW ROAD ELMSFORD, NY 10523	X	X	CEO			

Signatures

Sean Folkson	01/22/2016
Signature of Reporting Person	Date

Explanation of Responses:

If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Payment for services rendered

Remarks:

This is an amendment to the Form 4 filed on 12/30/15. I exchanged shares for services rendered at a value of \$.25/shar. When filing this Form 4 on 12/30/15, although I indicated securities were Disposed Of, and decreased the Amount 15-000003

Thank you

 $Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, \textit{see}\ Instruction\ 6 for procedure.$

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.