

**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 and Exchange Act of 1934

Date of Report (Date of earliest event reported): January 3, 2023

HANNOVER HOUSE, INC.

(Exact name of registrant as specified in its charter)

Wyoming	000-28723	91-1906973
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
1722 N. College Ave., # C-303		
Fayetteville, AR	72703	
(Principal Mailing Address)	(Zip Code)	
(818) 481-5277		
(Registrant's telephone number, including area code)		

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:

As of the date of this filing, Issuer Hannover House, Inc. (symbol OTC: HHSE) has not yet registered its securities. The company's stock shares are currently being traded on the OTC Markets Pinksheets Exchange. Issuer is in the process of completing the filing of a Form 10 Registration imminently, after which time, the company's shares will become registered with the Securities and Exchange Commission.

Section 1 - Registrant's Business and Operations

Item 1.01 Entry into a Material Definitive Agreement.

Effective as of January 3, 2023, Company (HHSE) has agreed to perform sales agency representation duties for Hemdale Communications, Inc., and Snowy Morning, Inc., both operating as separate corporations but as affiliates of Company with respect to the creation and production of original feature film programming. The initial titles covered under this agreement include “**WILDFIRE: The Legend of the Cherokee Ghost Horse,**” “**The Last Days of Belle Starr**” and “**Modern Antiquities.**” Further details of the structure of this agreement will be disclosed in the Company’s Form 10-12(g) registration filing.

Item 1.02 Termination of a Material Definitive Agreement.

Effective as of January 3, 2023, and to be fully completed by June 30, 2023, the Board of Directors of Company have elected to “close” operations for a wholly-owned corporate subsidiary, Medallion Releasing, Inc. Previously, Medallion Releasing was formed in order to provide third-party producers and program suppliers with a sales representation firm that would not be viewed as a direct competitor (*as would Hannover House, Inc. for some of the suppliers*). As the Company is no longer representing third-party productions (excepting for the very specific and limited rights granted under placement of titles onto the MYFLIX portal) – and the Company has not generally distributed or acted as Sales Agency for any new titles since March of 2018 – there is no longer a need for the continued operation of a special purpose entity such as Medallion Releasing, Inc., for the handling of third-party titles.

Item 1.03 Bankruptcy or Receivership.

Not Applicable.

Item 1.04 Mine Safety – Reporting of Shutdowns and Patterns of Violations.

Not Applicable.

Section 2 - Financial Information**Item 2.01 Completion of Acquisition or Disposition of Assets.**

Not Applicable.

Item 2.02 Results of Operations and Financial Condition.

Company will release the Q4 and 12-31-2022 financials in the next few days in order to comply with auditor recommendations that the Company maintain a year-end reporting period. Previously, the Board had voted to move the year-end reporting to September 30. However, upon further review, the Board has been advised that such an action would impact prior filings and tax returns, and create obstacles and additional paperwork for the Company. Accordingly, the Company’s Form 10-12(g) registration has been updated to include the filings as of 12-31-2022 as the most recent financial reporting period.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

Not Applicable.

Item 2.04 Triggering Events That Accelerate or Increase a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement.

Not Applicable.

Item 2.05 Costs Associated with Exit or Disposal Activities.

Not Applicable.

Item 2.06 Material Impairments.

Not Applicable.

Section 3 - Securities and Trading Markets

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

Not Applicable.

Item 3.02 Unregistered Sales of Equity Securities.

Not Applicable.

Item 3.03 Material Modification to Rights of Security Holders.

Not Applicable.

Section 4 - Matters Related to Accountants and Financial Statements

Item 4.01 Changes in Registrant's Certifying Accountant.

Not Applicable.

Item 4.02 Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review.

Not Applicable.

Section 5 - Corporate Governance and Management
Item 5.01 Changes in Control of Registrant.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

As previously disclosed, former Company President, Don Frederick Shefte, Esq., retired from the Company in March 2021, and passed away in April of 2022. Snowy Morning, Inc. officers Christian K. Large and Kyle Martens joined the Company in advisory capacity as acting board members, but not as officers and directors. In the next few weeks, following the publication of the Form 10-12(g) registration and the activation of "Officer's and Director's Liability Insurance" coverage for Board Members, officers and directors, the Company will announce two new board members – including a former senior officer of a major studio, and a former executive of a major "streaming" service.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Not Applicable – the prior vote by the Board to change the Fiscal Year to Sept. 30 was never enacted.

Item 5.04 Temporary Suspension of Trading Under Registrant's Employee Benefit Plans.

Not Applicable.

Section 5.06 -Change in Shell Company Status.

Not Applicable.

Item 5.07 Submission of Matters to a Vote of Security Holders.

Not Applicable.

Item 5.08 Shareholder Director Nominations

Not Applicable.

Section 6 -Asset-Backed Securities

Item 6.01 ABS Informational and Computational Material.

Not Applicable.

Item 6.02 Change of Servicer or Trustee.

Not Applicable.

Item 6.03 Change in Credit Enhancement or Other External Support.

Not Applicable.

Item 6.04 Failure to Make a Required Distribution.

Not Applicable. Company's prior failure to make a balloon payment in satisfaction of the settlement with Bruce Lewin (e.g., "*Dancin' It's On!*") was resolved through renegotiation of the payment date and the remittance of \$12,000 in interest payments.

Item 6.05 Securities Act Updating Disclosure.

Not Applicable.

Item 6.06 Static Pool.

Not Applicable.

Section 7 - Regulation FD

Item 7.01 Regulation FD Disclosure.

Not Applicable.

Section 8 - Other Events

Item 8.01 Other Events.

Not Applicable.

Section 9 - Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

Not Applicable.

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 hereunto duly authorized.

HANNOVER HOUSE, INC.

(Registrant)

Date: January 3, 2023



By: ERIC F. PARKINSON

Chairman, C.E.O. & Secretary

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 hereunto duly authorized.

Date: January 3, 2023

HANNOVER HOUSE, INC.	
By:	/s/ ERIC PARKINSON
	Chairman, C.E.O. and Corporate Secretary