
**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): July 24, 2024

HANNOVER HOUSE, INC.

(Exact name of registrant as specified in its charter)

Wyoming (State or other jurisdiction of incorporation)	000-28723 (Commission File Number)	91-1906973 (IRS Employer Identification No.)
1722 N. College Ave. C303 Fayetteville, AR		72703
(Address of principal executive offices)		(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.

NOT APPLICABLE

Item 1.02 Termination of a Material Definitive Agreement.

NOT APPLICABLE

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

NOT APPLICABLE

Item 2.01 Completion of Acquisition or Disposition of Assets.

SEE ITEM 1.01-A above.

Item 2.02 Results of Operations and Financial Condition.

SEE SECTION 9

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.

NOT APPLICABLE

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.

NOT APPLICABLE

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

NOT APPLICABLE

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

NOT APPLICABLE

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.

NOT APPLICABLE

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

Item 6.05 Securities Act Updating Disclosure.

NOT APPLICABLE

Item 6.06 Static Pool.

NOT APPLICABLE

Section 7 - Regulation FD

NOT APPLICABLE

Item 7.01 Regulation FD Disclosure.

NOT APPLICABLE

Section 8 - Other Events

Item 8.01 Other Events.

Section 9 - Financial Statements and Exhibits

A). Minutes of the Board of Directors Meeting of Wednesday, July 25, 2024 addressing the financing opportunities presented to the Company from a major financing source.

Item 9.01 Financial Statements and Exhibits.

EXHIBIT 1 - Minutes and Actions of
Board of Directors Meeting, Held on
July 25, 2024

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: July 25, 2024

/s/ Eric F. Parkinson

By:ERIC F. PARKINSON
Chairman, C.E.O. & Secretary

EXHIBIT INDEX

Exhibit 1 **Description**

1 Minutes and Actions of the Board of Directors Meeting of July 24, 2024

Exhibit “A”

MINUTES OF THE BOARD OF DIRECTOR’S MEETING HANNOVER HOUSE, INC. (OTC: HHSE) – Tuesday, July 24, 2024

A special meeting of the Board of Directors of Hannover House, Inc. was held on Wednesday, July 24, 2024 telephonically at 9:30-am CST. The purpose of this meeting was to address material issues of financing and distribution that are in progress for the Company, as well as to comply with disclosure rules governing items of a material nature. The following items describe the issues addressed, and where indicated, the actions taken by the Board.

1). LETTER OF INTENT TERMS FOR UP TO \$10-MM CORPORATE FINANCING –

The Board reviewed a financing proposal for the company, which was presented by a well-known and respected New York-based private equity fund (the “Special Ventures” partner). The principal terms of the funding as structured are as follows: A). During Q3, 2024, a long-form agreement will be consummated that will provide up to five-million-dollars (USD \$5,000,000) for acquisitions, productions and general overhead needs of Hannover House, Inc. (the “Production Fund”), and an additional sum of up to five-million dollars (USD \$5,000,000) for marketing costs, including theatrical releasing “Prints & Ads” as well as marketing and advertising of the MyFlix indie film streaming service (the “Marketing Fund”). B). Funds utilized by Hannover House from either the Production Fund or the Marketing Fund shall be repaid within twelve (12) months of drawn down, with seven percent interest added to the Principal of each draw-down. C). The Special Ventures partners will retain the option – but not the obligation – to “convert” any unpaid notes upon maturity, said “conversions” to be made from a new classification of Hannover House stock shares, to be identified as “Convertible-Preferred” shares. Hannover House may fully pay the Principal and Interest of each note if said payment is deemed to be in the best interests of the Company and it’s shareholders. D). The Conversion price for shares issued, if any, shall be twenty-five percent (25%) premium to market for Hannover House common stock shares, to be based upon the Volume-Weighted-Average-Price (VWAP) of the common stock for the ten (10) trading days prior to the Notice of Conversion. E). It is understood that the “Convertible Preferred” shares may need to be registered with the S.E.C. in order to become publicly tradable equities. F). All of these terms may be subject to change based upon securities regulations and practices. However, in respect of the ongoing activity to consummate these two funding ventures, the Board of Directors voted unanimously to continue with negotiations and to work towards final closure and execution, subject to Securities Counsel’s advice and prevailing regulations.

There being no further issues addressed at this meeting, the Board adjourned at 10:06-am.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report on the Minutes of the Board of Directors Meeting of Hannover House, Inc. to be signed on its behalf by the undersigned hereunto duly authorized.

HANNOVER HOUSE, INC.
(Registrant)

Date: July 24, 2024

/s/ Eric F. Parkinson

By: ERIC F. PARKINSON, C.E.O. & Secy.

Production Fund Example Structure

Feature Film Budget	\$	2,000,000
Allowance for Top Stars	\$	2,000,000
TOTAL PRODUCTION	\$	4,000,000

Less State or Gov. Incentives	\$	2,000,000
Less International Presales	\$	1,250,000
"GAP" amount for HHSE	\$	750,000

Marketing Fund Example Structure

Release to 400 Theatres	\$	1,000,000	*
Anticipated Box Office Gross	\$	1,500,000	
Likely "Exhibitor Settlements"	\$	600,000	
Anticipated "Ancillary Bump"	\$	500,000	
Net Benefit to HHSE	\$	100,000	

** Note: Marketing Costs include OVERHEAD allowance for HHSE staff, operations & third-party costs*

Marketing Fund will also be used to LAUNCH and OPERATE the MYFLIX Streaming Service.