

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933****Duluth Holdings Inc.**

(Exact name of registrant as specified in its charter)

WISCONSIN

(State or other jurisdiction of incorporation or organization)

39-1564801

(IRS Employer Identification Number)

Duluth Holdings Inc.**P.O. Box 409****170 Countryside Drive****Belleville, Wisconsin 53508****(608) 424-1514**(Address, including zip code and telephone number, including area code,
of registrant's principal executive offices)**2015 Equity Incentive Plan of Duluth Holdings Inc.**

(Full title of plan)

Stephanie L. Pugliese
President and Chief Executive Officer
Duluth Holdings Inc.
P.O. Box 409
170 Countryside Drive
Belleville, Wisconsin 53711
(608) 424-1514**with copy to:**
Dennis F. Connolly
Godfrey & Kahn, S.C.
780 North Water Street
Milwaukee, Wisconsin 53202
(414) 273-3500

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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.

Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☒ Smaller reporting company ☐

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to Be Registered	Amount to Be Registered⁽¹⁾	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Class B Common Stock, no par value per share	403,949 shares ⁽²⁾	\$14.78 ⁽³⁾	\$5,970,366.22 ⁽³⁾	\$601.22

(1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

(2) Represents an automatic increase to the number of shares available for issuance under the 2015 Equity Incentive Plan of Duluth Holdings Inc. (the "2015 Plan"). Shares available for issuance under the 2015 Plan were previously registered on a registration statement on Form S-8 filed with the Securities and Exchange Commission (the "SEC") on November 24, 2015 (Registration No. 333-208185).

(3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) under the Securities Act. The price per share and aggregate offering price are calculated based on the average of the high and low sales prices of the Registrant's Class B Common Stock on the NASDAQ Global Select Market on February 12, 2016 (rounded up to the nearest cent), in accordance with Rule 457(c) under the Securities Act.

REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E

Pursuant to General Instruction E of Form S-8, Duluth Holdings Inc. (the “Registrant”) is filing this Registration Statement with the Securities and Exchange Commission (the “SEC”) to register 403,949 additional shares of Class B common stock under the Registrant’s 2015 Equity Incentive Plan (the “2015 Plan”), pursuant to the provisions of the 2015 Plan providing for an automatic increase in the number of shares reserved for issuance under the 2015 Plan. This Registration Statement hereby incorporates by reference the contents of the Registrant's registration statement on Form S-8 filed with the SEC on November 24, 2015 (Registration No. 333-208185).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Belleville, State of Wisconsin, on this 16th day of February, 2016.

DULUTH HOLDINGS INC.

By: /s/ Stephanie L. Pugliese
Stephanie L. Pugliese
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Stephanie L. Pugliese</u> Stephanie L. Pugliese	President and Chief Executive Officer and a Director (Principal Executive Officer)	February 16, 2016
<u>/s/ Mark M. DeOrio</u> Mark M. DeOrio	Senior Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	February 16, 2016

Directors: Stephen L. Schlecht, E. David Coolidge III, Francesca M. Edwardson, William E. Ferry, Thomas G. Folliard, David C. Finch, C. Roger Lewis, Brenda I. Morris.

By: /s/ Stephanie L. Pugliese
Stephanie L. Pugliese
Attorney-In-Fact* February 16, 2016

*Pursuant to authority granted by powers of attorney, copies of which are filed herewith.

EXHIBIT INDEX

Exhibit No.	Description	Incorporated by Reference			
		Form	File No.	Exhibit	Filing Date
4.1	Form of Registrant's Class B common stock certificate	S-1	333-207300	4.1	October 13, 2015
10.1	2015 Equity Incentive Plan	10-Q	001-37641	10.7	December 17, 2015
10.3	Form of Restricted Stock Award Agreement under the 2015 Equity Incentive Plan	S-1	333-207300	10.17	October 6, 2015
5.1	Opinion of Godfrey & Kahn, S.C.				
23.1	Consent of Godfrey & Kahn, S.C. (included in Exhibit 5.1)				
23.2	Consent of Grant Thornton LLP				
24.1	Power of Attorney				



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February 16, 2016

Duluth Holdings Inc.
170 Countryside Drive
Belleville, Wisconsin 53508

RE: Registration Statement on Form S-8 of Duluth Holdings Inc.

Ladies and Gentlemen:

We have acted as your counsel in connection with the issuance by Duluth Holdings Inc., a Wisconsin corporation (the "Company"), of up to 403,949 shares of the Company's Class B common stock, no par value per share (the "Shares"), pursuant to the 2015 Equity Incentive Plan of Duluth Holdings Inc. (the "Plan"), as described in the Company's prospectus relating to the Plan dated February 16, 2016 (the "Prospectus") in connection with the Company's Registration Statement on Form S-8, to be filed with the Securities and Exchange Commission on February 16, 2016 (the "Registration Statement").

We have examined: (a) the Plan, the Prospectus and the Registration Statement, (b) the Company's Articles of Incorporation and Bylaws, each as amended and restated to date, (c) certain resolutions of the Company's Board of Directors, and (d) such other proceedings, documents and records as we have deemed necessary to enable us to render this opinion.

Based on the foregoing, and subject to the limitations, qualifications and assumptions set forth herein, we are of the opinion that the Shares have been duly authorized and, upon issuance in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

The foregoing opinions are limited to the laws of the State of Wisconsin as currently in effect, and no opinion is expressed with respect to such laws as subsequently amended, or any other laws, or any effect that such amended or other laws may have on the opinions expressed herein. The foregoing opinions are limited to matters stated herein, and no opinion is implied or may be inferred beyond the matters expressly stated herein. The foregoing opinions are given as of the date hereof and based solely on our understanding of facts in existence as of such date after the aforementioned examination, and we undertake no obligation to advise you of any changes in applicable laws after the date hereof or of any facts that might change the opinions expressed herein that we may become aware of after the date hereof.

OFFICES IN MILWAUKEE, MADISON, WAUKESHA, GREEN BAY AND APPLETON, WISCONSIN AND WASHINGTON, D.C.
GODFREY & KAHN IS A MEMBER OF TERRALEX®, A WORLDWIDE NETWORK OF INDEPENDENT LAW FIRMS.

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Godfrey & Kahn, S.C.

GODFREY & KAHN, S.C.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our report dated August 6, 2015 (except for note U and the effects thereof, which is as of November 9, 2015), with respect to the consolidated financial statements and schedule of Duluth Holdings Inc. contained in the Registration Statement and Prospectus, filed on November 9, 2015, relating to the Registration Statement on Form S-1 (File No. 333-207300), which is incorporated by reference in this Registration Statement on Form S-8. We consent to the incorporation by reference of the aforementioned report in this Registration Statement on Form S-8.

/s/ Grant Thornton LLP

Chicago, Illinois
February 16, 2016

POWER OF ATTORNEY
(Registration Statement on Form S-8)

Each of the undersigned directors of Duluth Holdings Inc., a Wisconsin corporation (the “Company”), designates each of Stephen L. Schlecht, Stephanie L. Pugliese and Mark M. DeOrio, with the power of substitution and resubstitution, as the undersigned’s true and lawful attorney-in-fact for the undersigned and in the undersigned’s name, place and stead to sign for the undersigned and in the undersigned’s name in the capacity as a director of the Company the Registration Statement on Form S-8 relating to the 2015 Equity Incentive Plan of the Company, and to file the same, with all exhibits thereto, other documents in connection therewith, and any amendments to any of the foregoing, with the Securities and Exchange Commission and any other regulatory authority, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or the undersigned’s substitute, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned have each executed this Power of Attorney, in one or more counterparts, as of this 16th day of February, 2016.

/s/ Stephen L. Schlecht
Stephen L. Schlecht

/s/ Stephanie L. Pugliese
Stephanie L. Pugliese

/s/ E. David Coolidge III
E. David Coolidge III

/s/ Thomas G. Folliard
Thomas G. Folliard

/s/ Francesca M. Edwardson
Francesca M. Edwardson

/s/ C. Roger Lewis
C. Roger Lewis

/s/ William E. Ferry
William E. Ferry

/s/ Brenda I. Morris
Brenda I. Morris

/s/ David C. Finch
David C. Finch