
**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 Exchange Act of 1934**

Date of Report (date of earliest event reported): July 21, 2023

DULUTH HOLDINGS INC.

(Exact name of registrant as specified in its charter)

Wisconsin
(State or other jurisdiction
of incorporation)

001-37641
(Commission
File Number)

39-1564801
(IRS Employer
Identification No.)

**201 East Front Street
Mount Horeb, Wisconsin 53572**
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: (608) 424-1544

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:

- 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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class B Common Stock, No Par Value	DLTH	NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On July 21, 2023, the Board of Directors (the “Board”) of Duluth Holdings Inc. (the “Company”) appointed Janet Kennedy to its Board effective August 23, 2023. Ms. Kennedy has not been appointed to any committees of the Board at this time.

As a non-employee director of the Company, Ms. Kennedy will participate in the Company’s Outside Director Compensation Program, as described in Exhibit 10.3 of the Company’s Quarterly Report on Form 10-Q for the quarter ended May 1, 2022. On August 23, 2023, Ms. Kennedy will receive a grant of a number of shares of Class B common stock equal to \$60,773 divided by the closing price of the Class B common stock on the grant date.

Ms. Kennedy does not have any family relationship with any officer or director of the Company. There are no arrangements or understandings pursuant to which Ms. Kennedy was elected as a director, and Ms. Kennedy has not been involved in any related transactions or relationships with the Company as defined in Item 404(a) of Regulation S-K.

On July 24, 2023, the Company issued a press release announcing the appointment of Ms. Kennedy as a director, a copy of which is attached hereto as Exhibit 99.1, and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated July 24, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

DULUTH HOLDINGS INC.

Dated: July 24, 2023

By: /s/ David Loretta
David Loretta
Senior Vice President and Chief Financial
Officer



Duluth Holdings Inc. Announces Appointment of Janet Kennedy to its Board of Directors

Mount Horeb, WI – July 24, 2023 – Duluth Holdings Inc. (d/b/a “Duluth Trading Company”) (“Company” or “Duluth Trading”) (NASDAQ: DLTH), a lifestyle brand of men’s and women’s workwear, outdoor wear and accessories, today announced the appointment of Ms. Janet H. Kennedy to its Board of Directors effective August 23, 2023.

Stephen L. Schlecht, Chairman of Duluth Trading, said, “I am pleased to welcome Janet Kennedy to the Board of Directors. Janet’s extensive experience leading digital and technology transformations will provide a critically important and unique lens, further strengthening our deep and diverse experienced Board of Directors. I am confident Janet’s digital leadership experience will provide valuable perspectives as we continue to execute against our strategic priorities and long-range growth initiatives, and we look forward to her contributions.”

Janet Kennedy joins Duluth Trading’s Board of Directors with more than 30 years of experience leading digital and technology transformations. Most recently, Ms. Kennedy served as VP, North America Regions of Google Cloud at Alphabet, Inc., focused on helping clients leverage emerging technologies to develop and execute their digital transformations. Ms. Kennedy also previously served as a Partner/Principal, Americas Digital Transformation Leader at Ernst & Young. Prior to that, Ms. Kennedy held a variety of positions at Microsoft Corporation, including as Vice President, MSUS Digital Transformations Leader, President, Microsoft Canada, and U.S. Enterprise, VP, West and Central Regions. Ms. Kennedy also served at IBM Corporation in various roles, including as Business Unit Executive. Ms. Kennedy also currently serves on the board of directors for Canadian Pacific Kansas City Limited, the first and only transnational rail network in North America. Ms. Kennedy holds a B.S. in Industrial Management/Industrial Engineering from Purdue University and an M.B.A. from the McColl School of Business at Queens University of Charlotte.

Sam Sato, President and CEO, commented, “I am thrilled to welcome Janet to the Board. Her extensive experience leading digital transformations aligns perfectly with our strategic priority to transform Duluth into a digitally-led organization integrating data and digital technology into all areas of our business. I look forward to leveraging Janet’s deep digital leadership, knowledge and experience, as she provides valuable insights to our strategic Board level conversations.”

Ms. Kennedy said, “I am honored to join the Duluth Board, and I look forward to offering insights into my digital transformation leadership as the Board and management team transform Duluth Trading into a digitally-led organization fundamentally changing how they operate and deliver value to customers.”

About Duluth Trading

Duluth Trading is a lifestyle brand for the Modern, Self-Reliant American. Based in Mount Horeb, Wisconsin, we offer high quality, solution-based workwear, outdoor wear and accessories for men and women who lead a hands-on lifestyle and who value a job well-done. We provide our customers an engaging and entertaining experience. Our marketing incorporates humor and storytelling that conveys the uniqueness of our products in a distinctive, fun way, and are available through our content-rich website, catalogs, and “store like no other” retail locations. We are committed to outstanding customer service backed by our “No Bull Guarantee”—if it’s not right, we’ll fix it. Visit our website at <http://www.duluthtrading.com>.

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