

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K**

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended February 3, 2019  
OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission file No. 001-37641

**DULUTH HOLDINGS INC.**

(Exact name of registrant as specified in its charter)

Wisconsin  
(State or other jurisdiction of  
incorporation or organization)

201 East Front Street, Mount Horeb, Wisconsin  
(Address of principal executive offices)

39-1564801  
(I.R.S. Employer  
Identification Number)  
  
53572  
(Zip Code)

Registrant's telephone number, including area code: (608) 424-1544  
Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
Class B Common Stock, No Par Value	NASDAQ Global Select Market

Securities registered pursuant to Section 12(g) of the Act:  
**None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
Emerging Growth Company	<input checked="" type="checkbox"/>		

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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of voting stock held by non-affiliates of the Registrant was approximately \$241.1 million based upon the closing price on the last business day of the registrant's most recently completed second fiscal quarter (July 29, 2018).

The number of shares outstanding of the Registrant's Class A common stock, no par value, as of April 16, 2019, was 3,364,200. The number of shares outstanding of the Registrant's Class B common stock, no par value, as of April 16, 2019 was 29,288,730.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's definitive proxy statement to be filed within 120 days of February 3, 2019 are incorporated by reference in this Annual Report on Form 10-K in response to Part III, Items 10, 11, 12, 13 and 14.

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## FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 that are subject to risks and uncertainties. All statements other than statements of historical or current fact included in this Annual Report on Form 10-K are forward-looking statements. Forward-looking statements refer to our current expectations and projections relating to our financial condition, results of operations, plans, objectives, strategies, future performance and business. You can identify forward-looking statements by the fact that they do not relate strictly to historical or current facts. These statements may include words such as “anticipate,” “could,” “design,” “estimate,” “expect,” “project,” “plan,” “potential,” “intend,” “believe,” “may,” “might,” “will,” “objective,” “should,” “would,” “can have,” “likely” and other words and terms of similar meaning in connection with any discussion of the timing or nature of future operating or financial performance or other events. For example, all statements we make relating to our estimated and projected earnings, revenue, costs, expenditures, cash flows, growth rates and financial results, our plans and objectives for future operations, growth or initiatives, strategies or the expected outcome or impact of pending or threatened litigation are forward-looking statements. All forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially from those that we expected, including:

- our ability to maintain and enhance a strong brand image;
- our ability to successfully open new stores;
- effectively adapting to new challenges associated with our expansion into new geographic markets;
- generating adequate cash from our existing stores to support our growth;
- the impact of changes in corporate tax regulations and sales tax;
- identifying and responding to new and changing customer preferences;
- containing the increase in the cost of mailing catalogs, paper and printing;
- the success of the locations in which our stores are located;
- our ability to attract customers in the various retail venues and locations in which our stores are located;
- adapting to declines in consumer confidence and decreases in consumer spending;
- competing effectively in an environment of intense competition;
- our ability to adapt to significant changes in sales due to the seasonality of our business;
- price reductions or inventory shortages resulting from failure to purchase the appropriate amount of inventory in advance of the season in which it will be sold;
- natural disasters, unusually adverse weather conditions, boycotts and unanticipated events;
- our dependence on third-party vendors to provide us with sufficient quantities of merchandise at acceptable prices;
- increases in costs of fuel or other energy, transportation or utility costs and in the costs of labor and employment;
- the susceptibility of the price and availability of our merchandise to international trade conditions;
- failure of our vendors and their manufacturing sources to use acceptable labor or other practices;
- our dependence upon key executive management or our inability to hire or retain the talent required for our business;
- failure of our information technology systems to support our current and growing business, before and after our planned upgrades;
- disruptions in our supply chain and distribution centers;
- our inability to protect our trademarks or other intellectual property rights;
- infringement on the intellectual property of third parties;
- acts of war, terrorism or civil unrest;
- the impact of governmental laws and regulations and the outcomes of legal proceedings;
- changes in U.S. and non-U.S. laws affecting the importation and taxation of goods, including imposition of unilateral tariffs on imported goods;

- our ability to secure the personal and/or financial information of our customers and comply with the security standards for the credit card industry; and
- our failure to maintain adequate internal controls over our financial and management systems.

We make many of our forward-looking statements based on our operating budgets and forecasts, which are based upon detailed assumptions. While we believe that our assumptions are reasonable, we caution that it is very difficult to predict the impact of known factors, and it is impossible for us to anticipate all factors that could affect our actual results.

See the “Risk Factors” section of this Annual Report on Form 10-K for a more complete discussion of the risks and uncertainties mentioned above and for discussion of other risks and uncertainties. All forward-looking statements attributable to us are expressly qualified in their entirety by these cautionary statements as well as others made in this annual report and hereafter in our other SEC filings and public communications. You should evaluate all forward-looking statements made by us in the context of these risks and uncertainties.

We caution you that the risks and uncertainties identified by us may not be all of the factors that are important to you. Furthermore, the forward-looking statements included in this Annual Report on Form 10-K are made only as of the date hereof. We undertake no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law.

## PART I

### ITEM 1. BUSINESS

*Unless the context indicates otherwise, the terms the “Company,” “Duluth,” “Duluth Trading,” “Duluth Holdings,” “we,” “our” or “us” are used to refer to Duluth Holdings Inc.*

*The following discussion contains references to fiscal years 2018, 2017 and 2016, which refer to our fiscal years ended February 3, 2019, January 28, 2018, and January 29, 2017, respectively. Fiscal year 2018 was a 53-week period. Fiscal years 2017 and 2016 were 52-week periods.*

*In fiscal 2018, we opened a total of 15 retail stores and added approximately 250,000 gross square feet to our stores.*

Duluth Trading is a rapidly growing lifestyle brand of men’s and women’s casual wear, workwear and accessories sold exclusively through our own channels. We offer a comprehensive line of innovative, durable and functional products, such as our Longtail T® shirts, Buck Naked™ underwear and Fire Hose® work pants, which reflect our position as the Modern, Self-Reliant American Lifestyle brand. Our brand has a heritage in workwear that transcends tradesmen and appeals to a broad demographic of men and women for everyday and on-the-job use. More than 90% of our fiscal 2018 net sales consisted of proprietary products sold under our Duluth Trading brand name. We believe the foundation of our success is our culture of “poking average in the eye” by seeing things for what they could be and should be and finding a way to make them exactly that, and we like to do it all with a big, toothy grin.

Our products solve the problems our customers experience with the limitations of commonly available apparel and gear. Our design process reflects a “there’s gotta be a better way” attitude, resulting in differentiated products with unique features that appeal to a broad array of customers. Our products represent enduring styles that go beyond short-lived fashion trends. We strive to make shopping for our products fun by using attention-grabbing advertisements that are humorous, irreverent and quirky and serve to reinforce our brand identity. We also use storytelling to differentiate our products in the marketplace and create emotional connections with our customers. We provide our customers with a unique and entertaining experience across all channels through our content-rich website, catalogs and “store like no other” retail environment. We treat our customers like next-door neighbors, as exemplified by our exceptional customer service and unconditional “No Bull Guarantee” on all purchases.

To protect the integrity of the Duluth Trading brand, we offer our products exclusively through our omnichannel distribution network, consisting of our website, catalogs and retail stores. This model creates multiple touch points with our customers and enables us to control both our Duluth Trading brand expression and the pricing of our products. Our distribution strategy eliminates the need to sell through third-party retailers, allowing us to focus on our core competencies of product development, storytelling and serving customers. Our direct segment, consisting of our website and catalogs, offers products nationwide and represented approximately 62% of our fiscal 2018 net sales. In 2010, we added retail to our omnichannel platform with the opening of our first store. Since then, we have expanded our retail presence, and, as of February 3, 2019, we operated 43 retail stores and three outlet stores. Our retail segment represented approximately 38% of our fiscal 2018 net sales.

Duluth Trading was founded in 1989 when two brothers in the home construction industry were tired of dragging tools from job to job using discarded five-gallon drywall compound buckets. The two brothers were never satisfied with the status quo and believed “there’s gotta be a better way.” So they invented the Bucket Boss® - a ruggedly durable canvas tool organizer that fits around a drywall bucket and transformed the way construction workers organized their tools. Capitalizing on their initial success, these brothers launched a catalog that later became known as Duluth Trading Company. Under the initial philosophy of “Job Tough, Job Smart,” this catalog was dedicated to improving and expanding on existing methods of tool storage, organization and transport. In December 2000, GEMPLER’S Inc., a Wisconsin corporation and an agricultural and horticultural supply catalog business founded and owned by Stephen L. Schlecht, acquired Duluth Trading and brought the two mail order companies together. Both catalogs had customers who worked outside and embraced the spirit of hands-on, self-reliant Americans. In February 2003, the GEMPLER’s catalog business was sold to W.W. Grainger (NYSE:GWW) and proceeds from that sale were used to fund the growth of Duluth Trading. With that transaction, GEMPLER’S changed its corporate name to Duluth Holdings Inc.

From what began as an idea aimed at those working in the building trades, Duluth Trading has become widely recognized brand and proprietary line of innovative and functional apparel and gear. We have created strong brand awareness, built a loyal customer base and generated robust sales momentum. We have done so by sticking to our roots of “there’s gotta be a better way” and through our relentless focus on providing our customer with quality, functional products.

## Our Growth Strategies

Our goal is to expand the reach of the Duluth Trading brand, using strategies that will further drive growth and profitability:

- **Building Brand Awareness to Continue Customer Acquisition.** We are a rapidly growing lifestyle brand and have built strong brand awareness and successfully acquired customers over the past years. As a relatively young brand, we believe that we have a significant opportunity to build even greater brand awareness. We plan to introduce potential customers to our brand through our national television and digital advertising campaigns, retail store expansion and catalogs. We have made significant investments in marketing to build brand awareness among our potential customers and expect to achieve leverage from these investments as our business continues to grow.
- **Accelerating Retail Expansion.** We believe our customers' purchasing decisions are heavily influenced by the availability of our retail stores. We believe that our customers' desire to shop in stores, combined with the number of potential markets for our retail stores and the compelling unit economics of our existing retail stores, provide us with a significant opportunity to grow our U.S. retail presence. We have identified markets with the potential for approximately 100 U.S. store locations that feature high concentrations of existing Duluth Trading customers and potential customers that fit our brand demographics. We anticipate opening 15 stores during fiscal 2019. Our existing retail stores have been profitable in both metropolitan and rural locations across multiple markets and have achieved an average payback of less than two years. For fiscal 2019, top priority efforts are underway to drive awareness of and traffic to our stores with total market growth being our key success. Key drivers of our retail stores will include fresh assortments each season, targeted marketing and a more personalized web and store experience. We plan to continue building our organization and investing in software systems and operational infrastructure to support the growth in our retail segment. Based on our experience to date, we believe the combination of our direct and retail channels in an individual geographic market substantially increases the net sales and customer acquisition potential in that market. For example, since opening our retail stores in the Minneapolis-St. Paul metropolitan area, our direct segment net sales in that area have continued to grow. Additionally, we believe our retail stores provide ancillary marketing benefits by giving new and existing customers a destination to experience our brand.
- **Selectively Broadening Assortments in Certain Men's Product Categories.** We believe there is an opportunity to grow our men's business by selectively broadening our assortment in certain product categories that exhibit high growth potential and resonate with the lifestyle of our core men's customers, such as our Duluth-built business wear, outerwear and footwear. Through product introductions that expand seasonality and occasions for wear, we believe we can grow our share of closet with new and existing men's customers.
- **Growing Our Women's Business.** Since launching in 2005, our women's business has grown significantly to represent approximately 25% of our net sales in fiscal 2018. We believe that we have a significant opportunity to continue to grow our women's business through customer acquisition, and we plan to continue to leverage all of our marketing channels, including national television and digital advertising, retail stores and our catalogs to do so. We expect that our women's business will continue to represent an increasing portion of our net sales, and accordingly, we are allocating a higher percentage of our total advertising budget to the women's business. We believe that as our retail footprint expands, our women's business will continue to grow based on our current customers' shopping patterns. While the core of our women's product assortment will continue to consist of solution-based apparel that fits the Modern, Self-Reliant American Lifestyle, we plan to selectively expand our product offering to appeal to a wider range of female customers.

## Our Sales Channels

Our omnichannel business strategy allows our sales channels to work in synergy to seamlessly deliver a consistent brand experience to the customer, including consistent marketing, pricing and product presentation. All sales channels are fully integrated, including stores, website, catalogs and customer contact centers. Our marketing campaigns and technology advancements are designed to generate demand for our omnichannel business rather than separate sales channels. Store sales are primarily fulfilled from that store's inventory, but may also be shipped from any of our fulfillment centers or from a different store location if an item is not available at the original store. Website and catalog orders are primarily shipped to our customer through our fulfillment centers or customers can view in-store inventory from our website and can choose ship to store through our Buy-Online-Pickup-In-Store program. In addition, website orders can be returned at store locations. As customers continue to utilize multiple sales channels, we have and will continue to adapt our approach to meet that demand. We sell our products exclusively through our direct and retail channels, giving us complete control of our brand presentation as well as direct interaction with the customer.

## **Direct Segment**

Our direct channel, which comprised approximately 62% of our fiscal 2018 net sales, reaches customers nationwide through our website and catalogs.

*e-Commerce.* Our website, [www.duluthtrading.com](http://www.duluthtrading.com), serves as a storefront for our product assortment and provides an interactive, user-friendly, content-rich customer experience. Our website's homepage and category content, including pricing, seasonal promotions and products, are updated frequently in order to keep them current and seasonally appropriate, which coincides with updates to our catalogs and retail store displays. Our entire product offering is available on our website with certain new products offered exclusively online during their initial introduction, as well as out-of-season but in-stock products. Our website features humorous product videos and customer testimonials that educate our customers on the features and benefits of our products, which we believe enhances our visitors' shopping experience. We believe our e-commerce experience has been successful in converting website visitors into customers. We offer our new and existing customers the ability to shop across multiple platforms and devices, including mobile devices, tablets and desktop computers. During fiscal 2018, we sold merchandise to customers through our website in all 50 states and had approximately 54.7 million website visits, an increase of approximately 18% from fiscal 2017.

*Catalog.* Our catalog business is an important part of our heritage and a key differentiator in our market. Our catalogs serve as a tangible vehicle for our authentic and humorous storytelling and drive customers to visit our website and retail stores. During fiscal 2018, we published 35 catalog issues and distributed over 50 million copies, approximately 14 million of which were mailed to prospective customers. Our catalogs reflect our tailored approach to marketing and include particular expressions of our brand that resonate with our target customers. We produce separate catalogs for our men's and women's product offerings, showcasing illustrations in our men's catalogs and featuring women of "grit and substance" in our women's catalogs. In addition to generating a portion of our direct net sales, we believe our catalogs are clever, informative and eye catching and are a vital part of building the Duluth Trading brand.

## **Retail Segment**

In 2010, we opened our first retail store and have since expanded our retail presence, operating 43 retail stores and three outlet stores as of February 3, 2019. In fiscal 2018, our retail stores produced \$217.5 million in net sales, representing approximately 38% of total net sales, compared to \$140.5 million in net sales in fiscal 2017, representing 30% of total net sales. Our existing stores have been profitable in both metropolitan and rural locations. During fiscal 2018, our retail store customer visits increased by 44% to approximately 5.9 million visits, compared to approximately 4.1 million visits in fiscal 2017. Our retail stores allow us to reach customers who prefer to shop in a brick and mortar setting and give new and existing customers the opportunity to touch and feel our innovative products before making a purchase decision. Our stores range in size from approximately 6,000 to 14,000 selling square feet and are designed to bring our brand to life by creating a unique and entertaining experience, including engaging sales associates, a compelling and complete product assortment, custom made fixtures to fit our brand, free wireless Internet and complimentary coffee and water. We also showcase unique attractions at each retail store that celebrate the heritage of the local area, such as the tool museum in our Mt. Horeb, Wisconsin store and the "Exploded Tractor" exhibit in our Ankeny, Iowa store. We believe these local community elements help promote customer loyalty and drive repeat purchases.

Our retail stores also provide ancillary marketing benefits, such as brand visibility in high traffic areas. We provide additional conveniences to customers at our stores, as they can order our products online and have them shipped for free to our store for pick up. Customers can also return products purchased online at our retail stores and can buy certain Duluth Trading-branded products not available in the store at the registers or in-store kiosks and have them shipped directly to their homes.

## **Retail Store Expansion Opportunities and Site Location**

We believe we have a compelling retail model that supports our ability to grow our store footprint in both new and existing markets across the United States with the potential to simultaneously enhance our direct segment sales in those markets and overall sales potential of the area. Unlike traditional brick and mortar retailers, we are able to leverage the wealth of customer data from our direct segment to identify potential markets for new stores that feature high concentrations of existing Duluth Trading customers and potential customers that fit our brand demographics.

We select the potential markets for our new stores based on existing customer data from our direct segment and select our store locations based on customer input, access to the freeway, visibility, store accessibility and parking. Our retail stores are built as iconic restorations, renovations of an existing building, or build-to-suit. In a build-to-suit retail store, the retail store is built to our specific design and footprint. Our current retail store information also informs our future merchandising decisions.

We plan to continue building our organization and investing in software systems and operational infrastructure to support the growth in our retail segment.

## Our Products

We offer a comprehensive line of innovative, durable and functional casual wear, workwear and accessories for both men and women. Our product assortment includes shirts, pants, underwear, outerwear, footwear, accessories and hard goods. Our products feature proprietary designs and distinct names, such as our Longtail T® shirts, Buck Naked™ underwear, Fire Hose® work pants and No-Yank™ Tank. The table below presents net sales by business for the last two fiscal years.

	Fiscal Year Ended		\$ Change	% Change
	February 3, 2019	January 28, 2018		
<i>(in thousands)</i>				
Men's	\$ 395,536	\$ 333,536	\$ 62,000	18.6%
Women's	141,244	110,343	30,901	28.0%
Hard goods/other	31,322	27,568	3,754	13.6%
Total net sales	\$ 568,102	\$ 471,447	\$ 96,655	20.5%

We offer a stable product assortment, which appeals to our customers for their everyday and on-the-job use. The majority of our products represent enduring styles that go beyond short-lived fashion trends. We believe many of our customers' purchases are driven by our thoughtful design and high quality craftsmanship, and our best-selling styles tend to be items that carry over year to year with only minor updates.

We believe the authenticity of our products is driven by a number of factors, including our solution-based design process, use of technical materials, sophisticated manufacturing methods and innovative product features. Our products are sold at competitive prices and are designed to offer superior performance with added features such as underarm panels for more freedom of movement, triple-stitched seams for durability and mid-leg utility pockets for functionality. We also collaborate with our suppliers to develop advanced fabrics that we sell under our trademarks. For example, we incorporate our Duluthflex® Fire Hose® cotton canvas into products to provide strength and abrasion resistance with stretch for freedom of movement.

## Product Development

We are focused on developing apparel and gear that builds upon the Duluth Trading brand's product heritage of "there's gotta be a better way," resulting in distinctive products with enhanced features. We primarily use an innovative feedback-based design process through which we actively seek the input of our customers, including a group of more than 100 products testers with expertise in the trades industry. These trades panel members have become an integral part of our product development process, as they test and evaluate select products in intense conditions, providing real-time feedback on performance and functionality. Members of our product development team also regularly read online customer product reviews, attend tradeshows and collaborate with our vendors, which facilitates new product innovation. Our product development team incorporates all of this input to develop new product solutions and features, ensure consistent fit, style and color and design functional and durable fabrics.

## Marketing

Our marketing strategy is designed to build brand awareness, acquire new customers, enhance customer loyalty and drive sales transactions. We are nationally known for our creative, irreverent and quirky advertising that features our Giant Angry Beaver, Buck Naked Guy and Grab-Happy Grizzly characters to showcase our brand philosophy, humor and innovation. We also feature testimonials in our marketing campaigns, which put our products in context, tying them to the individuals who represent our core customer, who leads a hands-on lifestyle, values a job well-done and is often outdoors for work and hobbies. We believe our customers identify with the inspiring stories of real men and women, recognize our products' versatility and appreciate the extreme and demanding conditions our products can withstand.

We pursue our marketing strategy through multiple forms of media, which gives our products an identity and enhances our brand:

- *Television.* We advertise on cable and broadcast television networks to build brand awareness for both men's and women's products and to reach a large, national audience. These advertisements feature both our animated characters and female models, and are intended to be humorous, irreverent and quirky in order to grab the viewer's attention, while highlighting the particularly innovative, solution-based features of our core products and the Duluth Trading name.

- *Digital and Email Marketing.* We employ a variety of digital and online advertising strategies. These efforts include display advertising, digital video advertising, search engine marketing and optimization and targeted email, which we send to customers to introduce new products and offer promotions on select merchandise.
- *Catalogs.* Our catalogs are an important part of our heritage and represent a tangible vehicle for our authentic and humorous storytelling. In fiscal 2018, we published 35 catalog issues and distributed over 50 million catalogs, approximately 14 million of which were mailed to prospective customers. Our catalogs support both sales channels, and we believe serve as an important customer acquisition tool by driving visits to our website and retail stores.
- *Social Media.* We have an engaged social media community, which allows us to personally connect with our customers online, and we believe further raises brand awareness. We maintain a social media presence on Facebook, Pinterest, YouTube and Twitter.
- *Radio, Collateral Print and Outdoor Marketing.* We use traditional radio and collateral print advertising, such as newspaper inserts and postcards, and billboards in the areas surrounding our retail stores to build brand awareness, drive traffic to our website and stores, highlight certain promotions and events and support new store openings.
- *Event Sponsorship.* We sponsor both national and local events, including the STIHL TIMBERSPORTS Series, a competition of the world's top lumberjack athletes, with a national airing on the ABC television network. In 2017, we secured a five-year partnership as the "Official Off-Sled Outfitter" of USA Luge, providing vests, pants, socks, boots and other cold-weather gear and were featured at the 2018 Winter Olympic Games in Pyeongchang, South Korea.

## **Customer Service**

We are committed to providing outstanding customer service and believe in treating our customers like next-door neighbors. Our retail stores are stocked with a comprehensive assortment of our products and staffed with knowledgeable and well trained sales associates. We stand behind all purchases with our unconditional "No Bull Guarantee." Our call center is open 24 hours a day, seven days a week and is staffed with friendly, knowledgeable representatives dedicated to making every customer experience positive. As a convenience to our customers, we offer live chat through our website, which is available from 7 A.M. to 8 P.M. Central Time on weekdays and 8 A.M. to 5 P.M. Central Time on weekends.

## **Manufacturing**

We do not own or operate any manufacturing facilities. Instead, we arrange with third-party vendors for the manufacturing of our merchandise. We have built strong, long-term relationships with our vendors. In fiscal 2018, 52% of our purchases came from our largest supplier, an agent partner in Hong Kong who manages multiple factories across Asia, including Cambodia, China, Indonesia and Vietnam. Approximately 15% of our purchases in fiscal 2018 came from our second largest supplier, which is based in Thailand. We believe sourcing inventory through this agent allows us to leverage the agent's purchasing power with multiple factories, as well as transportation and logistics capabilities, allowing our internal team to focus on our core competencies of product development, storytelling and serving customers, rather than factory and mill management or logistics.

Our sourcing strategy focuses on identifying and employing vendors that provide quality materials and fine craftsmanship that our customers expect of our brand. To ensure that our high standards of quality and timely delivery of merchandise are met, we work closely with our third-party agent partners. All of our products are produced according to our specifications, and we require all of our manufacturers to adhere to strict regulatory compliance and standards of conduct. We seek to ensure the consistent quality by employing Duluth Trading-certified factory auditors to selectively examine pre-production samples, conduct periodic site visits to certain of our vendors' production facilities and inspect inbound shipments at our distribution centers.

## **Distribution Centers**

Our distribution centers are currently located across the United States in order to minimize transit times to our customers. We own and operate a distribution center in Belleville, Wisconsin, that is approximately 190,000 square feet of production and warehouse space, of which 75,000 square feet was added in July 2016. Our Belleville distribution center stocks and replenishes products in our retail stores and handles our direct segment distribution needs for the Midwest. We also contract with two third-party logistics ("3PLs") centers in Sparks, Nevada and Carlisle, Pennsylvania. Orders are generally assigned to the distribution center closest to the customer's ship-to location. We believe our current distribution network will allow us to substantially improve delivery times to key customer concentrations in the Eastern and Western United States and is well-positioned to provide sufficient capacity to support our planned continued growth for the foreseeable future.

## Returns Center

We currently lease approximately 30,000 square feet of warehouse space located in Verona, Wisconsin. Our returns center handles the majority of direct sales returns.

## Information Technology

We use technology to provide customer service, business process support and business intelligence across our sales channels. We continually aim to have more efficient supply chain and distribution systems operations. Our Distributed Order Management systems provide us with omnichannel capabilities that have a global view of available-to-promise inventory management and also process direct orders from our retail stores. Our Belleville distribution center implemented a new warehouse management system in July 2015. Our Product Lifecycle Management System, which launched in June 2015, systematically coordinates efforts across our product development teams, allowing these teams to dedicate their time to building and executing solution-based product introductions. Our Vendor Portal is a web-based system that allows us to interface with key partners. In 2018, we implemented a new Order Management System (“OMS”) and a new E-commerce website. Our new OMS allows us to manage inventory cost and pricing, and seamlessly process customer orders across all channels. It will also provide us with flexible pricing and promotions to satisfy our customers’ needs. The new E-commerce website allows us to provide our customers with a reliable and secure channel to shop our products. This allows us to comfortably scale to meet our anticipated customer demands.

## Competition

We operate primarily in the apparel, footwear and accessories industry, which is highly competitive. We compete with a diverse group of direct-to-consumer companies and retailers, including men’s and women’s specialty apparel chains, department stores, outdoor specialty stores, apparel catalog businesses and online apparel businesses. We compete principally on the basis of brand recognition, innovation, product quality, customer service and price. To stay ahead of our competition, we continue to develop innovative solution-based products for which we create unique selling propositions that incorporate humor and storytelling.

## Intellectual Property

Our trademarks are important to our marketing efforts. We own or have the rights to use certain trademarks, service marks and trade names that are registered with the U.S. Patent and Trademark Office, trademark offices in other jurisdictions, or exist under common law in the United States and other jurisdictions. The “Duluth Trading Co” trade name and trademark is used both in the United States and internationally, and is material to our business. Trademarks that are important in identifying and distinguishing our products and services are Alaskan Hardgear®, Armachillo®, Ballroom®, Cab Commander®, Crouch Gusset®, Dry on the Fly®, Duluth Trading Co®, Duluthflex®, Fire Hose®, Longtail T®, No Polo Shirt®, No Yank® and Wild Boar Mocs®. Our rights to some of these trademarks may be limited to select markets. We also own domain names, including “duluthtrading.com.”

## Employees

As of February 3, 2019, we employed 859 full-time and 1,935 part-time and flexible part-time employees, 1,630 of which were employed at our retail stores. The number of employees, particularly part-time employees, fluctuates depending upon seasonal needs. Our employees are not represented by a labor union and are not party to a collective bargaining agreement. We consider our relations with our employees to be good.

## Seasonality

Our business experiences seasonal fluctuations. Our net sales and net income are generally highest in the fourth fiscal quarter, which includes the holiday sales period. The following table presents net sales and net income for the fourth quarter as a percentage of the fiscal year.

<u>Fiscal Year</u>	<u>4Q Net Sales</u>	<u>4Q Net Sales % of Fiscal year</u>	<u>4Q Net Income</u>	<u>4Q Net Income % of Fiscal Year</u>
<i>(in thousands)</i>				
2018	\$ 250,541	44.1 %	\$ 20,620	89.0 %
2017	\$ 217,805	46.2 %	\$ 19,528	83.6 %
2016	\$ 174,653	46.4 %	\$ 13,993	65.6 %

## Regulation and Legislation

We are subject to labor and employment laws, truth-in-advertising laws, privacy laws, safety regulations, consumer protection regulations and other laws that regulate retailers and govern the promotion and sale of merchandise and the operation of stores and warehouse facilities. We monitor changes in these laws and believe that we are in material compliance with applicable laws.

## Available Information

Our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to reports filed pursuant to Sections 13(a) and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are made available free of charge on or through our website at [www.duluthtrading.com](http://www.duluthtrading.com) under the “Investors” tab as soon as reasonably practicable after such reports are filed with, or furnished to the SEC.

## ITEM 1A. RISK FACTORS

*Certain factors may have a material adverse effect on our business, financial condition and results of operations. You should consider carefully the risks and uncertainties described below, in addition to other information contained in this Annual Report on Form 10-K, including our financial statements and related notes. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties that we are unaware of, or that we currently believe are not material, may also become important factors that adversely affect our business. If any of the following risks actually occurs, our business, financial condition, results of operations, and future prospects could be materially and adversely affected. In that event, the trading price of our Class B common stock could decline, and you could lose part or all of your investment.*

### Risks Related To Our Business

***If we fail to offer products that customers want to purchase, our business and results of operations could be adversely affected.***

Our products must satisfy the desires of customers, whose preferences change over time. In order to be successful, we must design, obtain and offer to customers innovative and high-quality products on a continuous and timely basis. Failure to effectively respond to customer needs and preferences, or convey a compelling brand image or price-to-value equation to customers may result in lower net sales and gross profit margins.

Our success depends in part on management’s ability to effectively anticipate or identify customer needs and preferences and respond quickly with marketable product offerings in advance of the actual time of sale to the customer. Even if we are successful in anticipating or identifying our customers’ needs and preferences, we must continue to develop and introduce innovative, high-quality products and product features in response to changing consumer demand.

Factors that could affect our ability to accurately forecast consumer demand for our products include:

- a failure in our solution-based design process to accurately identify the problems our customers are experiencing with commonly available apparel and gear or a lack of customer acceptance of new products or product features we design;
- customer unwillingness to attribute premium value to our new products or product features we design relative to the commonly available apparel and gear they were intended to replace;
- new, well-received product introductions by competitors;
- weak economic conditions or consumer confidence, which reduce demand for our products; and
- terrorism, civil unrest or acts of war, or the threat thereof, which adversely affect consumer confidence and spending and/or interrupt production and distribution of products and raw materials.

There can be no assurance that we will be able to successfully anticipate or identify our customers’ needs and preferences and design products and product features in response. As a result, we may not successfully manage inventory levels to meet our future order requirements. If we fail to accurately forecast consumer demand, we may experience excess inventory levels or a shortage of product required to meet the demand. Inventory levels in excess of consumer demand may result in inventory write-downs and the sale of excess inventory at discounted prices, which could have an adverse effect on the image and reputation of our brand and negatively impact profitability. On the other hand, if we underestimate demand for our products, our third-party

manufacturers may not be able to produce sufficient quantities of our products to meet consumer requirements, and this could result in delays in the shipment of products and lost revenue, as well as damage to the image and reputation of our brand and our relationship with our customers. These risks could have a material adverse effect on our brand as well as our results of operations and financial condition.

***Our business depends on our ability to maintain a strong brand. We may not be able to maintain and enhance the Duluth Trading brand if we receive unfavorable complaints, negative publicity or otherwise fail to live up to consumers' expectations, which could materially adversely affect our business, results of operations and growth prospects.***

We currently offer a differentiated brand to our customers defined by solution-based products manufactured with high quality craftsmanship, humorous and distinctive marketing, and an outstanding customer experience. Maintaining and enhancing the Duluth Trading brand is critical to expanding our base of customers. If we fail to maintain our brand, or if we incur excessive expenses in this effort, our business, operating results and financial condition may be materially adversely affected. We anticipate that, as we raise our profile nationally and attract an increasing amount of competition, maintaining and enhancing our brand may become increasingly difficult and expensive and may require us to make substantial additional investments in areas such as marketing, store operations, merchandising, technology and personnel.

Customer complaints or negative reactions to, or unfavorable publicity about, our product quality or product features, our storytelling or irreverent advertising, the shopping experience on our website or in our retail stores, product delivery times, customer data privacy and security practices or customer support, especially on blogs, social media, other third-party websites and our website, could rapidly and severely diminish consumer use of our website and catalogs, visits to our retail stores and consumer confidence in us and result in harm to our brand. Furthermore, these factors could cause our customers to no longer feel a personal connection with the Duluth Trading brand, which could result in the loss of customers and materially adversely affect our business, results of operations and growth prospects.

***Our marketing strategy of associating our brand and products with the Modern, Self-Reliant American Lifestyle may not be successful with future customers.***

We have been successful in marketing our products by associating our brand and products with a heritage of workwear and the Modern, Self-Reliant American Lifestyle. To sustain long-term growth, we must continue to be successful in promoting our products to customers who identify with this lifestyle. If our customer base declines through natural attrition and is not replaced by new customers due to, for example, a lack of personal identification with this lifestyle, our net sales could decline, which could adversely affect our business, results of operations and financial condition.

***Our net sales and profits depend on the level of consumer spending for apparel, footwear and accessories, which is sensitive to general economic conditions and other factors. An economic recession or a decline in consumer spending could have a material adverse effect on our business and results of operations.***

The apparel, footwear and accessories industry has historically been subject to cyclical variations and is particularly affected by adverse trends in the general economy. The success of our business depends on consumer spending. There are a number of factors that influence consumer spending, including actual and perceived economic conditions, disposable consumer income, interest rates, consumer credit availability, unemployment, stock market performance, extreme weather conditions, energy prices and tax rates in the national, regional and local markets where we sell our products. A decline in actual or perceived economic conditions or other factors could negatively impact the level of consumer spending and have a material adverse impact on our business and results of operations.

***Retail store expansion could reduce the revenue of our direct channel and adversely affect the operating results of our retail channel.***

The growth in the number of our retail stores may draw customers away from our website and catalogs, which could materially adversely affect net sales from our direct channel. As we increase the number of our retail stores, our stores may become more highly concentrated in the geographic regions we serve. As a result, the number of customers and related net sales at individual stores may decline and the payback period may be increased. In addition, as we open more retail stores, and if our competitors open stores with similar formats, our retail store format may become less unique and may be less attractive to customers as a shopping destination. If either of these events occurs, the operating results of our retail channel could be materially adversely affected.

***If we cannot successfully implement future retail store expansion, our growth and profitability could be adversely impacted.***

We plan to open approximately 15 new retail stores in fiscal 2019. Our ability to open new retail stores in a timely manner and operate them profitably depends on a number of factors, many of which are beyond our control, including:

- our ability to manage the financial and operational aspects of our retail growth strategy, including making appropriate investments in our software systems, information technology and operational infrastructure;
- our ability to identify suitable locations, including our ability to gather and assess demographic and marketing data to accurately determine consumer demand for our products in the locations we select;
- our ability to negotiate favorable lease agreements;
- our ability to properly assess the profitability and payback period of potential new retail store locations;
- the availability of financing on favorable terms;
- our ability to secure required governmental permits and approvals;
- our ability to hire and train skilled store operating personnel, especially management personnel;
- the availability of construction materials and labor and the absence of significant construction delays or cost overruns;
- our ability to provide a satisfactory mix of merchandise that is responsive to the needs of our customers living in the areas where new retail stores are built;
- our ability to establish a supplier and distribution network able to supply new retail stores with inventory in a timely manner;
- our competitors building or leasing stores near our retail stores or in locations we have identified as targets for a new retail store;
- consumer demand for our products, which drives traffic to our retail stores; and
- general economic and business conditions affecting consumer confidence and spending and the overall strength of our business.

We may not be able to grow the number of our retail stores, achieve the net sales growth and payback periods historically achieved by our retail stores or maintain consistent levels of profitability in our retail stores, particularly as we expand into markets now served by other apparel chains, outdoor specialty stores, apparel catalog businesses and online apparel businesses. In addition, the substantial management time and resources which our retail store expansion strategy requires may result in disruption to our existing business operations which may decrease our profitability.

***We may face risks and new challenges associated with our geographic expansion.***

As we expand our retail store locations, we may face new challenges that are different from those we currently encounter. Our expansion into new geographic markets could result in increased competitive, merchandising, distribution and other challenges. We may encounter difficulties in attracting customers in our new retail locations due to a lack of customer familiarity with our brand, our lack of familiarity with local customer preferences, competition with new competitors or with existing competitors with a large, established market presence and seasonal differences in the market. Our ability to expand successfully into other geographic markets will depend on acceptance of our retail store experience by customers in those markets, including our ability to design our stores in a manner that resonates locally and to offer the correct product assortment to appeal to consumers in such markets. There can be no assurance that any newly opened stores will be received as well as, or achieve net sales or profitability levels consistent with, our projected targets or be comparable to those of our existing stores in the time periods estimated by us, or at all. If our stores fail to achieve, or are unable to sustain, acceptable net sales and profitability levels, our business, results of operations and growth prospects may be materially adversely affected.

Furthermore, our retail stores may be located in regions that will be far from our Mount Horeb, Wisconsin headquarters and will require additional management time and attention. Failure to properly supervise the operation and maintain the consistency of the customer experience in those retail stores could result in loss of customers and potentially harm future net sales prospects.

***We may be unable to keep existing retail store locations or open new retail locations in desirable places, which could materially adversely affect our sales and profitability.***

We may be unable to keep existing retail locations or open new retail locations in desirable places in the future. We compete with other retailers and businesses for suitable retail locations. Local land use, local zoning issues, environmental regulations and other regulations may affect our ability to find suitable retail locations and also influence the cost of leasing or buying them. We also may have difficulty negotiating real estate leases for new stores, renewing real estate leases for existing stores or negotiating purchase agreements for new sites on acceptable terms. In addition, construction, environmental, zoning and real estate delays may negatively affect retail location openings and increase costs and capital expenditures. If we are unable to keep up our existing retail store locations or open new retail store locations in desirable places and on favorable terms, our net sales and profits could be materially adversely affected.

***Competitive pricing pressures with respect to shipping our products to our customers may harm our business and results of operations.***

Given the size of our direct segment net sales relative to our total net sales, shipping and handling revenue has had a significant impact on our gross profit and gross profit margin. Historically, this revenue has partially offset our shipping and handling expense included in selling, general and administrative expenses. Online and omnichannel retailers are increasing their focus on delivery services, with customers increasingly seeking faster, guaranteed delivery times and low-price or free shipping. To remain competitive, we have been required to offer discounted, free or other more competitive shipping options to our customers, which has resulted in declines in our shipping and handling revenue and increased shipping and handling expense. We expect further declines in shipping and handling revenues as compared to prior years. Further declines in shipping and handling revenues may have a material adverse effect on our gross profit and gross profit margin, as well as our Adjusted EBITDA to the extent there are not commensurate declines, or if there are increases, in our shipping and handling expense.

***We may be subject to additional tax liabilities or may be subject to changes in our effective tax rate that may have a negative impact on our earnings.***

H.R.1, “An Act to Provide for Reconciliation Pursuant to Titles II and V of the Concurrent Resolution on the Budget for Fiscal Year 2018” (the “Tax Act”) made broad and complex changes to U.S. law, and in certain instances, lacks clarity and is subject to interpretation until additional Internal Revenue Service guidance is issued. The ultimate impact of the Tax Reform Act may differ from the Company’s estimates due to changes in the interpretations and assumptions made as well as any forthcoming regulatory guidance, and any negative impact may be material. The Company will continue to assess the provisions of the Tax Reform Act and the anticipated impact to its income tax expense and will disclose the anticipated impact on its consolidated financial statements in future financial filings until the final impact is determined.

***We rely on sources for merchandise located in foreign markets, and our business may therefore be adversely affected by legal, regulatory, economic and political risks associated with international trade and those markets.***

Substantially all of our merchandise is imported from suppliers in China and other emerging markets in Asia and Central America, either directly by us or through our agents. Our reliance on suppliers in foreign markets creates risks inherent in doing business in foreign jurisdictions, including:

- the burdens of complying with a variety of foreign laws and regulations, including trade and labor restrictions, import/export laws and regulations, and local intellectual property laws and rights owned by third parties;
- changes in U.S. and non-U.S. laws (or changes in the enforcement of those laws) affecting the importation and taxation of goods, including disallowance of tax deductions for imported merchandise, imposition of unilateral tariffs on imported goods, duties, quotas, enhanced security measures at U.S. ports or imposition of new legislation relating to import quotas;
- economic and political instability in the countries and regions where our suppliers are located;
- compliance with U.S. and other country laws relating to foreign operations, including the Foreign Corrupt Practices Act, which prohibits U.S. companies from making improper payments to foreign officials for the purpose of obtaining or retaining business;
- increases in shipping, labor, fuel, travel and other transportation costs;
- the imposition of anti-dumping or countervailing duty proceedings resulting in the potential assessment of special anti-dumping or countervailing duties;
- transportation delays and interruptions, including due to the failure of suppliers or distributors to comply with import regulations; and

- political instability and acts of terrorism.

Any increase in the cost of merchandise purchased from these suppliers or restriction on the merchandise made available by these suppliers could have an adverse effect on our business and results of operations.

Manufacturers in China have experienced increased costs in recent years due to shortages of labor and the fluctuation of the Chinese Yuan in relation to the U.S. dollar. If we are unable to successfully mitigate a significant portion of such product cost increases, our results of operations could be adversely affected.

New initiatives may be proposed in the United States that may have an impact on the trading status of certain countries and may include retaliatory duties or other trade sanctions that, if enacted, would increase the cost of products purchased from suppliers in such countries with which we do business. Any inability on our part to rely on our foreign sources of production due to any of the factors listed above could have an adverse effect on our business, results of operations and financial condition.

***The success of our direct channel depends on customers' use of our digital platform, including our website, and response to catalogs and digital marketing; if our overall marketing strategies, including our maintenance of a robust customer list, is not successful, our business and results of operations could be materially adversely affected.***

The level of customer traffic and volume of customer purchases through our direct channel, which accounted for approximately 62% of our net sales in fiscal 2018, is substantially dependent on our ability to provide a content-rich and user-friendly website, widely distributed and informative catalogs, a fun, easy and hassle-free customer experience and reliable delivery of our products. If we are unable to maintain and increase customers' use of our e-commerce platform, including our website, and the volume of purchases decline, our business and results of operations could be adversely affected.

Customer response to our catalogs and digital marketing is substantially dependent on merchandise assortment, merchandise availability and creative presentation, as well as the selection of customers to whom our catalogs are sent and to whom our digital marketing is directed, changes in mailing strategies and the size of our mailings. Our maintenance of a robust customer list, which we believe includes desirable demographic characteristics for the products we offer, has also been a key component of our overall strategy. If the performance of our website, catalogs and email declines, or if our overall marketing strategy is not successful, our business, results of operations and stock price could be adversely affected.

***Dependence on our e-commerce sales channel subjects us to numerous risks that could have a material adverse effect on our business, financial condition and results of operations.***

Our results of operations and financial condition are dependent on maintaining our e-commerce business and expanding our e-commerce business is an important part of our growth strategy. Dependence on our e-commerce business and its continued growth subjects us to certain risks, including:

- diversion of traffic from our stores;
- liability for online content;
- the need to keep pace with rapid technological change;
- government regulation of the Internet, including taxation; and
- threats to the computer systems that operate our website and related support systems, including viruses, malware and other malicious code, misconfiguration, systems failure or inadequacy, compromise or unauthorized access and similar disruptions.

Our failure to successfully respond to these risks and uncertainties could reduce our e-commerce sales, increase our costs, diminish our growth prospects, and damage our brand, which could negatively impact our business, financial condition and results of operations.

***We are subject to payment-related risks.***

We accept payments using a variety of methods, including credit cards, debit cards, gift cards and physical bank checks. For existing and future payment methods we offer to our customers, we may become subject to additional regulations and compliance requirements (including obligations to implement enhanced authentication processes that could result in increased costs and reduce the ease of use of certain payment methods), as well as fraud. For certain payment methods, including credit and debit cards, we pay interchange and other fees, which may increase over time, raising our operating costs and lowering profitability. We rely on third-party service providers for payment processing services, including the processing of credit and debit cards. In each case, it could disrupt our business if these third-party service providers suffer a data breach, or become unwilling or unable to provide these services to us. We are also subject to payment card association operating rules, including

data security rules, certification requirements and rules governing electronic funds transfers, which could change or be reinterpreted to make it difficult or impossible for us to comply. If we fail to comply with these rules or requirements, or if our systems containing payment information are breached or compromised, we may be liable for card issuing banks' costs, subject to fines and higher transaction fees and/or lose our ability to accept credit and debit card payments from our customers and process electronic funds transfers or facilitate other types of payments, and our business and operating results could be adversely affected.

***We rely on third-party service providers, such as UPS and the United States Postal Service ("USPS"), to deliver products purchased through our direct channel to our customers and our business could be negatively impacted by disruptions in the operations of these third-party service providers.***

Relying on third-party service providers puts us at risk from disruptions in their operations, such as employee strikes, inclement weather and their inability to meet our shipping demands. If we are forced to use other delivery service providers, our costs could increase and we may be unable to meet shipment deadlines. Moreover, we may be unable to obtain terms as favorable as those received from the transportation providers we currently use, which would further increase our costs. In addition, if our products are not delivered to our customers on time, our customers may cancel their orders or we may lose business from these customers in the future. We may be subject to shipping surcharges during the peak holiday shopping season, which may have a negative impact on our earnings. These factors may negatively impact our financial condition and results of operations.

***Increases in postage, paper and printing costs could adversely affect the costs of producing and distributing our catalogs and promotional mailings, which could have an adverse effect on our business and results of operations.***

Catalog mailings are a key aspect of our business and increases in costs relating to postage, paper and printing would increase the cost of our catalog mailings and could reduce our profitability to the extent that we are unable to offset such increases by raising prices, by implementing more efficient printing, mailing, delivery and order fulfillment systems or by using alternative direct-mail formats.

We currently use the USPS for distribution of substantially all of our catalogs and are therefore vulnerable to postal rate increases. The current economic and legislative environments may lead to further rate increases or a discontinuation of the discounts for bulk mailings and sorting by zip code and carrier routes, which we currently leverage for cost savings.

Paper for catalogs and promotional mailings is a vital resource in the success of our business. The market price for paper has fluctuated significantly in the past and may continue to fluctuate in the future. In addition, the continued consolidation or closings of production facilities in the United States may have an impact on future pricing and supply availability of catalog paper. We do not have multi-year fixed-price contracts for the supply of paper and are not guaranteed access to, or reasonable prices for, the amounts required for the operation of our business over the long term.

We also depend upon external vendors to print and mail our catalogs. The limited number of printers capable of handling such needs subjects us to risks if any printer fails to perform under our agreement. Most of our catalog-related costs are incurred prior to mailing, and we are not able to adjust the costs of a particular catalog mailing to reflect the actual subsequent performance of the catalog.

***If we fail to acquire new customers, or fail to do so in a cost-effective manner, we may not be able to increase net revenue or profit per active customer.***

Our success depends on our ability to acquire customers in a cost-effective manner. In order to expand our customer base, we must appeal to and acquire customers who identify with the Duluth Trading brand. We have made significant investments related to customer acquisition and expect to continue to spend significant amounts to acquire additional customers. For example, our national television advertising campaigns are expensive and may not result in the cost-effective acquisition of customers. Furthermore, as our brand becomes more widely known in the market, future marketing campaigns may not result in the acquisition of new customers at the same rate as past campaigns.

We believe that many of our new customers originate from word-of-mouth and other non-paid referrals from existing customers. Therefore, we must ensure that our existing customers remain loyal in order for us to continue receiving those referrals. If our efforts to satisfy our existing customers are not successful, we may not be able to acquire sufficient numbers of new customers through word-of-mouth and other non-paid referrals so as to continue to grow our business in a cost-effective manner, and we may be required to incur significantly higher marketing expenses in order to acquire new customers.

We also use other paid and non-paid advertising. Our paid advertising includes search engine marketing, display advertising and paid social media. Our non-paid advertising efforts include search engine optimization, non-paid social media

and email. We obtain a significant amount of traffic via search engines and, therefore, rely on search engines such as Google, Yahoo! and Bing. Search engines frequently update and change the logic that determines the placement and display of results of a user's search, such that the purchased or algorithmic placement of links to our sites can be negatively affected. Moreover, a search engine could, for competitive or other purposes, alter its search algorithms or results, causing our sites to place lower in search query results. A major search engine could change its algorithms in a manner that negatively affects our paid or non-paid search ranking, and competitive dynamics could impact the effectiveness of search engine marketing or search engine optimization. We also obtain a significant amount of traffic via social networking websites or other channels used by our current and prospective customers. As e-commerce and social networking continue to rapidly evolve, we must continue to establish relationships with these channels and may be unable to develop or maintain these relationships on acceptable terms. Additionally, digital advertising costs may continue to rise and as our usage of these channels expands, such costs may impact our ability to acquire new customers in a cost-effective manner. If the level of usage of these channels by our customer base does not grow as expected, we may suffer a decline in customer growth or net sales. A significant decrease in the level of usage or customer growth would have a material adverse effect on our business, financial condition and operating results.

We cannot assure you that the net profit from new customers we acquire will ultimately exceed the cost of acquiring those customers. If we fail to deliver an outstanding customer experience, or if consumers do not perceive the products we offer to be manufactured with high quality craftsmanship, we may not be able to acquire new customers. If we are unable to acquire new customers, our growth prospects may be materially adversely affected.

***If we fail to manage our growth effectively, our business, financial condition and operating results could be harmed.***

To manage our growth effectively, we must continue to implement our operational plans and strategies, improve and expand our infrastructure of people, information systems and facilities and expand, train and manage our employee base. We have rapidly increased employee headcount to support the growth in our business, and we intend for this growth to continue for the foreseeable future. The number of our employees increased from 89 full-time employees and 220 part-time and flexible part-time employees as of December 31, 2009 to 859 full-time employees and 1,935 part-time and flexible part-time employees as of February 3, 2019, and we expect to add a significant number of employees in fiscal 2019. To support continued growth, we must effectively integrate, develop and motivate a large number of new employees. Failure to manage our hiring needs effectively or successfully integrate new employees may have a material adverse effect on our business, financial condition and operating results.

Additionally, the growth of our business places significant demands on our management and other employees. The growth of our business may require significant additional resources to meet these daily demands, which may not scale in a cost-effective manner or may negatively affect the quality of our website, retail stores, call center and other aspects of the customer experience. We are also required to manage relationships with a growing number of suppliers, customers and other third parties. Our information technology systems and our internal controls and procedures may not be adequate to support future growth of these relationships. If we are unable to manage the growth of our organization effectively, our business, financial condition and operating results may be materially adversely affected.

***We depend on cash generated from our operations to support our growth, which could strain our growth.***

We primarily rely on cash flow generated from our direct and retail sales and borrowings under our credit facility to fund our current operations and our growth initiatives. It takes a significant amount of cash to open a new retail store. If we open a large number of stores relatively close in time, the cost of these retail store openings and the cost of continuing operations could reduce our cash position or increase our debt. An increase in our cash flow used for new stores could adversely affect our operations by reducing the amount of cash available or borrowing capacity to address other aspects of our business.

In addition, as we expand our business, we will need significant amounts of cash to pay our existing and future lease obligations, purchase inventory, pay personnel and invest in our infrastructure and facilities. If our business does not generate sufficient cash flow from operations to fund these activities and sufficient funds are not otherwise available from our existing revolving credit facility or future credit facilities, we may need additional equity or debt financing. If such financing is not available to us on satisfactory terms, our ability to operate and expand our business or to respond to competitive pressures would be limited and we could be required to delay, curtail or eliminate planned store openings. Moreover, if we raise additional capital by issuing equity securities or securities convertible into equity securities, your ownership may be diluted. Any debt financing we may incur may impose on us covenants that restrict our operations and will require interest payments that would create additional cash demands and financial risk for us.

***We maintain debt that could adversely affect our operating flexibility and put us at a competitive disadvantage.***

The borrowings under our revolving credit facility typically peak during our third or fourth fiscal quarter, and reached a peak of \$65.0 million in November of fiscal 2018.

Our level of debt and the limitations imposed on us by our credit agreement could have important consequences for investors, including the following:

- we may not be able to obtain additional debt financing for future working capital, capital expenditures, to support our growth plans, or other corporate purposes or may have to pay more for such financing;
- borrowings under our revolving credit facility are at a variable interest rate, making us more vulnerable to increases in interest rates; and
- we could be less able to take advantage of significant business opportunities and to react to changes in market or industry conditions.

***We may be unable to accurately forecast our operating results and growth rate, and our growth rate may decline over time.***

We may not be able to accurately forecast our operating results and growth rate. We use a variety of factors in our forecasting and planning processes, including historical results, recent history and assessments of economic and market conditions, among other things. The growth rates in net sales and profitability that we have experienced historically may not be sustainable as our customer base expands and we achieve higher market penetration rates, and our percentage growth rates may decrease. The growth of our sales and profitability depends on the continued growth of demand for the products we offer, and our business is affected by general economic and business conditions. A softening of demand, whether caused by changes in customer preferences or a weakening of the economy or other factors, may result in decreased net sales or growth. In addition, we experience seasonal trends in our business, and this variability may make it difficult to predict net sales and could result in significant fluctuations in our operating results from period to period. Furthermore, most of our expenses and investments are fixed, and we may not be able to adjust our spending in a timely manner to compensate for any unexpected shortfall in our net sales results. Failure to accurately forecast our operating results and growth rate could cause our actual results to be materially lower than anticipated, and if our growth rates decline as a result, investors' perceptions of our business may be adversely affected, and the market price of our Class B common stock could decline.

***If we cannot compete effectively in the apparel, footwear and accessories industry, our business and results of operations may be adversely affected.***

The apparel, footwear and accessories industry is highly competitive. We compete with a diverse group of direct-to-consumer companies and retailers, including men's and women's specialty apparel chains, outdoor specialty stores, apparel catalog businesses and online apparel businesses that sell competing lines of merchandise. Our competitors may be able to adopt more aggressive pricing policies, adapt to changes in customers' needs and preferences more quickly, devote greater resources to the design, sourcing, distribution, marketing and sale of their products or generate greater national brand recognition than us. In addition, as our business continues to expand, our competitors may seek to increase efforts to imitate our product designs, which could adversely affect our business and results of operations. An inability to overcome these potential competitive disadvantages or effectively market our products relative to our competitors could have an adverse effect on our business and results of operations.

***Our product designs are not protected by substantial intellectual property rights.***

Due to the rapid pace of change in the apparel, footwear and accessories industry, the length of time it takes to obtain patents and the expense and uncertainty of obtaining patent protection, we have not taken steps to obtain patent protection for our innovative product designs. Competitors have attempted to copy our product designs in the past, and we expect that if we are able to raise our national profile, our products may be subject to greater imitation by existing and new competitors. If we are not able to continue rapid innovation of new products and product features, our brand may be harmed and our results of operations may be materially adversely affected.

***If we are unable to protect or preserve our brand image and our proprietary rights, our business may be adversely affected.***

We regard our trademarks, copyrights, trade secrets and similar proprietary rights as critical to our success. As such, we rely on trademark and copyright law, trade secret protection and confidentiality agreements with our associates, consultants, suppliers and others to protect our proprietary rights. Nevertheless, the steps we take to protect our proprietary rights may be inadequate and we may experience difficulty in effectively limiting the unauthorized use of our trademarks and other intellectual property worldwide. Unauthorized use of our trademarks, copyrights, trade secrets or other intellectual property rights may cause significant damage to our brand and our ability to effectively represent ourselves to agents, suppliers, vendors,

licensees and/or customers. While we intend to enforce our intellectual property rights, there can be no assurance that we are adequately protected in all countries or that we will prevail when defending our trademark and proprietary rights. If we are unable to protect or preserve the value of our trademarks, copyrights or other intellectual property rights for any reason, or if we fail to maintain our brand image due to merchandise and service quality issues, actual or perceived, adverse publicity, governmental investigations or litigation or other reasons, our brand and reputation could be damaged and our business may be adversely affected.

***We may be subject to liability if we infringe upon the intellectual property rights of third parties.***

Third parties may sue us for alleged infringement of their proprietary rights or use intellectual property rights to interfere with or attempt to interfere with the manufacture of products for us or the supply of products to us. The party claiming infringement might have greater resources than we do to pursue its claims, and we could be forced to incur substantial costs and devote significant management resources to defend against such litigation. If the party claiming infringement were to prevail, we could be forced to discontinue the use of the related trademark or design and/or pay significant damages or enter into expensive royalty or licensing arrangements with the prevailing party, assuming these royalty or licensing arrangements are available at all on an economically feasible basis, which they may not be. We could also be required to pay substantial damages. Such infringement claims could harm the Duluth Trading brand. In addition, any payments we are required to make and any injunction we are required to comply with as a result of such infringement could adversely affect our financial results.

***If our key suppliers or service providers were unable or unwilling to provide the products and services we require, our business could be adversely affected.***

During fiscal 2018, approximately 52% of our products were sourced through a third-party purchasing agent and another 15% of our products were sourced through another vendor. The remaining products were sourced from a variety of domestic and international suppliers. If these suppliers are unable or unwilling to provide the products or services that we require or materially increase their costs, our ability to offer and deliver our products on a timely and profitable basis could be impaired, which could have a material adverse effect on our business, financial condition and results of operations. We do not have written agreements with our top suppliers, and we cannot assure that any or all of our relationships will not be terminated or that such relationships will continue as presently in effect. Furthermore, if any of our significant suppliers were to become subject to bankruptcy, receivership or similar proceedings, customs actions, or other legal actions, we may be unable to arrange for alternate or replacement relationships on terms as favorable as our current terms, which could adversely affect our sales and operating results.

Our growth strategy is influenced by the willingness and ability of our suppliers to efficiently manufacture our products in a manner that is consistent with our standards for quality and value. If we cannot obtain a sufficient amount and variety of quality products at acceptable prices, it could have a negative impact on our competitive position. This could result in lower revenue and decreased customer interest in our product offerings, which, in turn, could adversely affect our business and results of operations. Our arrangements with our suppliers are generally not exclusive. As a result, our suppliers might be able to sell similar or identical products to certain of our competitors, some of which purchase products in significantly greater volume. Our competitors may enter into arrangements with suppliers that could impair our ability to obtain our products from those suppliers, including by requiring suppliers to enter into exclusive arrangements, which could limit our access to such arrangements or products.

***We rely on third parties to provide us with services in connection with certain aspects of our business, and any failure by these third parties to perform their obligations could have an adverse effect on our business and results of operations.***

We have entered into agreements with third parties for logistics services, information technology systems (including hosting our website), operating our call center during certain hours, software development and support, catalog production, select marketing services, distribution and packaging and employee benefits. Services provided by any of our third-party suppliers could be interrupted as a result of many factors, such as acts of nature or contract disputes. Any failure by a third party to provide us with services for which we have contracted on a timely basis or within service level expectations and performance standards could result in a disruption of our business and have an adverse effect on our business and results of operations.

***Increases in the price of raw materials, fuel and labor, or their reduced availability, could increase our cost of goods and cause delays.***

The price and availability of cotton may fluctuate substantially, depending on a variety of factors, including demand, acreage devoted to cotton crops and crop yields, weather patterns, supply conditions, transportation costs, energy prices, work stoppages, government regulation and government policy, economic climates, market speculation and other unpredictable factors. Fluctuations in the price and availability of fuel, labor and raw materials, such as cotton, could affect our cost of goods

and an inability to mitigate these cost increases, unless sufficiently offset with our pricing actions, might cause a decrease in our profitability, while any related pricing actions might cause a decline in our sales volume. Additionally, any decrease in the availability of raw materials could impair our ability to meet our production or purchasing requirements in a timely manner. Both the increased cost and lower availability of merchandise, raw materials, fuel and labor may have an adverse impact on our cash flow and working capital needs as well as those of our suppliers.

***Our business is seasonal, and if we do not efficiently manage inventory levels, our results of operations could be adversely affected.***

Our business is subject to seasonal influences, with net sales and net income realized during the fourth quarter of our fiscal year, which includes the holiday season. See Part I, Item 1 Business, under the heading “Seasonality,” for our net sales and net income realized during the fourth quarter of our fiscal year for each of the past three fiscal years.

We must maintain sufficient inventory levels to operate our business successfully, but we must also avoid accumulating excess inventory, which increases working capital needs and potentially lowers gross margins. We obtain substantially all of our inventory from suppliers located outside the United States. Some of these suppliers often require lengthy advance notice of order requirements in order to be able to manufacture and supply products in the quantities requested. This usually requires us to order our products, and enter into commitments for the purchase of our products, well in advance of the time these products will be offered for sale. As a result, it may be difficult to respond to changes in customer demand. If we do not accurately anticipate the future demand for a particular product or the time it will take to obtain new inventory, inventory levels will not be appropriate and our results of operations could be adversely affected.

We expect a disproportionate amount of our net sales to occur during our fourth quarter. If we do not stock or restock popular products in amounts sufficient to meet customer demand, it could significantly affect our revenue and our future growth. If we overstock products, we may be required to take significant inventory markdowns or write-offs and incur commitment costs, which could reduce profitability. We may experience an increase in our net shipping cost due to complimentary upgrades, split-shipments and additional long-zone shipments necessary to ensure timely delivery for the holiday season. Furthermore, if too many customers access our website within a short period of time due to increased holiday demand, we may experience system interruptions that could make our website unavailable or prevent us from efficiently fulfilling orders, which may reduce the volume of products we sell as well as the attractiveness of our product offerings. In addition, we or our third-party service providers may be unable to adequately staff our fulfillment and customer service centers during these peak periods, and our delivery service providers and other fulfillment companies may be unable to meet the peak seasonal demand.

As a result of holiday sales, inventories, accounts payable and borrowings under our revolving line of credit typically reach their highest levels in October or November of each year (other than as a result of cash flow provided by or used in investing and financing activities). Inventories, accounts payable and borrowings under our revolving line of credit then decline steadily during the holiday season, resulting in our cash typically reaching its highest level, and borrowings under our revolving line of credit reaching their lowest level, as of December 31 of each year.

***If our independent suppliers do not use ethical business practices or comply with applicable regulations and laws, our reputation could be materially harmed and on our business and results of operations may be adversely affected.***

Our reputation and customers’ willingness to purchase our products depend in part on our suppliers’ compliance with ethical employment practices, such as with respect to child labor, wages and benefits, forced labor, discrimination, freedom of association, unlawful inducements, safe and healthy working conditions and with all legal and regulatory requirements relating to the conduct of their business. While we operate compliance and monitoring programs to promote ethical and lawful business practices, we do not exercise ultimate control over our independent suppliers or their business practices and cannot guarantee their compliance with ethical and lawful business practices. Violation of labor or other laws by our suppliers, or the divergence of a supplier’s labor practices from those generally accepted as ethical in the United States, could materially hurt our reputation, which could have an adverse effect on our business and results of operations.

***If we fail to timely and effectively obtain shipments of products from our suppliers and deliver merchandise to our customers, our business and operating results could be adversely affected.***

We do not own or operate any manufacturing facilities and therefore depend upon independent third-party suppliers for the manufacture of our merchandise. We cannot control all of the various factors that might affect timely and effective procurement of supplies of product from our third-party suppliers and delivery of merchandise to our customers. A majority of the products that we purchase must be shipped to our distribution centers in Wisconsin, Nevada and Pennsylvania. While our reliance on a limited number of distribution centers provides certain efficiencies, it also makes us more vulnerable to natural disasters, weather-related disruptions, accidents, system failures or other unforeseen causes that could delay or impair our

ability to fulfill customer orders and/or ship merchandise to our stores, which could adversely affect sales. Our ability to mitigate the adverse impacts of these events depends in part upon the effectiveness of our disaster preparedness and response planning, as well as our business continuity planning. Our use of imports also makes us vulnerable to risks associated with products manufactured abroad, including, among other things, risks of damage, destruction or confiscation of products while in transit to a distribution center or at points of export or import, organized labor strikes and work stoppages, transportation and other delays in shipments, including as a result of heightened security screening and inspection processes or other port-of-entry limitations or restrictions in the United States, unexpected or significant port congestion, lack of freight availability and freight cost increases. In addition, if we experience a shortage of a popular item, we may be required to arrange for additional quantities of the item, if available, to be delivered through airfreight, which is significantly more expensive than standard shipping by sea. We may not be able to obtain sufficient freight capacity on a timely basis or at favorable shipping rates and, therefore, may not be able to receive merchandise from suppliers or deliver products to customers in a timely and cost-effective manner.

We rely upon third-party land-based and air freight carriers for merchandise shipments from our distribution centers to customers and our retail stores. Accordingly, we are subject to the risks, including labor disputes, union organizing activity, inclement weather and increased transportation costs, associated with such carriers' ability to provide delivery services to meet outbound shipping needs. In addition, if the cost of fuel rises, the cost to deliver merchandise from distribution centers to customers and our retail stores may rise and, although some of these costs are paid by our customers, such costs could have an adverse impact on our profitability. Failure to procure suppliers of products from our third-party suppliers and deliver merchandise to customers and our retail stores in a timely, effective and economically viable manner could damage our reputation and adversely affect our business. In addition, any increase in distribution costs and expenses could adversely affect our future financial performance.

***Inventory shrinkage could have a material adverse effect on our business, financial condition and results of operations.***

We are subject to the risk of inventory loss and theft. Although our inventory shrinkage rates have not been material, or fluctuated significantly in recent years, we cannot assure you that actual rates of inventory loss and theft in the future will be within our estimates or that the measures we are taking will effectively reduce the problem of inventory shrinkage. Although some level of inventory shrinkage is an unavoidable cost of doing business, if we were to experience higher rates of inventory shrinkage or incur increased security costs to combat inventory theft, it could have a material adverse effect on our business, financial condition and results of operations.

***We are subject to data security and privacy risks that could negatively affect our results, operations or reputation.***

In the normal course of business we often collect, retain and transmit customer personal and credit card information, employee personal information, and other sensitive and confidential information. The protection of customer and employee information, and the Company's intellectual property, from potential threats is vitally important to the Company. Consumers and employees continue to have significant concerns about the security of personal information, especially when transmitted over the Internet, and the use, retention, disclosure, and privacy of such information. We continually evaluate and upgrade our information systems, security measures, and practices to combat the ever-evolving cyber risks and to comply with our legal and regulatory obligations, and we provide cybersecurity awareness training around phishing, social engineering, and other cyber risks to our employees, in an effort to elevate our cybersecurity posture and give our workforce the skills to both avoid and report cyber threats. Despite our risk management efforts, vendor due diligence, and security measures, our facilities and systems and those of our third-party service providers, are subject to increasingly complex cyber risks, including cyber extortion, data breaches, unauthorized access, denial of service, vendor or employee misconduct, ransomware and other malicious software, and data exfiltration. We and our employees and customers could suffer significant harm if any personal, financial, or credit card information was accessed or disclosed by an unauthorized third party, or our information technology systems or those of our third party providers were compromised or subject to data loss, exfiltration, corruption, or disruption. Any security incident or data breach could severely damage our reputation and our relationships with customers, business partners and employees, cause us to incur significant costs and expenses to investigate, remediate and notify affected individuals, and expose us to an increased risk of litigation, regulatory enforcement, fines and penalties, and other losses and liabilities. In addition, the media and public scrutiny of information security and privacy has become more intense and the regulatory environment has become more complex and uncertain due to recent high-profile privacy and security incidents and legislative efforts across the globe. As a result, we may incur significant costs to comply with laws regarding the use, retention, disclosure, security, and privacy of personal information.

***We rely significantly on information technology, and any inadequacy, interruption, integration failure or security failure of this technology could harm our ability to effectively operate our business.***

Our ability to effectively manage and operate our business depends significantly on information technology systems. We rely heavily on information technology to track sales and inventory and manage our supply chain. We are also dependent on

information technology, including the Internet, for our direct-to-consumer sales, including our e-commerce and catalog operations and retail business credit card transaction authorization. Despite our preventative efforts, our systems and those of our third-party service providers may be vulnerable to damage or interruption. The failure of these systems to operate effectively, problems with transitioning to upgraded or replacement systems, difficulty in integrating new systems or systems of acquired businesses or a breach of security of these systems could adversely impact the operations of our business, including disruption of our ability to accept and fulfill customer orders, effective management of inventory, inefficient ordering and replenishment of products, e-commerce operations, retail business credit card transaction authorization and processing, corporate email communications and our interaction with the public on social media.

***Our failure to retain our executive management team and to attract qualified new personnel could adversely affect our business and results of operations.***

We depend on the talents and continued efforts of our executive management team. The loss of members of our executive management may disrupt our business and adversely affect our results of operations. Furthermore, our ability to manage further expansion will require us to continue to attract, motivate and retain additional qualified personnel. We believe that having an executive management team with qualified personnel who are passionate about our brand, have extensive industry experience and have a strong customer service ethic has been an important factor in our historical success, and we believe that it will continue to be important to growing our business. Competition for these types of personnel is intense, and we may not be successful in attracting, integrating and retaining the personnel required to grow and operate our business profitably.

***An inability to attract and retain qualified employees to meet our staffing needs in our corporate office, stores, distribution center or call center could result in higher payroll costs and adversely affect our operating results.***

Our performance is dependent on attracting and retaining a large number of qualified employees. Many of our strategic initiatives require that we hire and/or develop associates with appropriate experience. Attracting and retaining a sufficient number of qualified employees to meet our staffing needs may be difficult, since the competition for these types of personnel is intense. Many of our staffing needs in our stores, fulfillment centers and call center are entry-level or part-time positions with historically high rates of turnover. If we cannot attract and retain employees with the qualifications we deem necessary to meet our staffing needs in our corporate office, stores, fulfillment centers and call center, our ability to effectively operate may be adversely affected. In addition, our staffing needs are especially high during the peak holiday season. We cannot be sure that we will be able to attract and retain a sufficient number of qualified personnel in future periods.

***We may be subject to increased labor costs due to external factors, including changes in laws and regulations, and we may be subject to unionization, work stoppages or slowdowns.***

Our ability to meet our labor needs while controlling costs is subject to external factors such as unemployment levels, prevailing wage rates, minimum wage legislation, actions by our competitors with respect to compensation levels and changing demographics. Changes that adversely impact our ability to meet our labor needs in a cost-effective manner could adversely affect our operating results. In addition, the employer mandate provisions of the Patient Protection and Affordable Health Care Act (the "PPACA"), changes in regulations under the PPACA, changes in federal and state minimum wage laws and other laws and regulations relating to employee benefits could cause us to incur additional wage and benefit costs, which could negatively impact our business, financial condition and results of operations.

***Currently, none of our employees are represented by a union. However, our employees have the right under the National Labor Relations Act to form or affiliate with a union.***

The National Labor Relations Board continually considers changes to labor regulations, many of which could significantly affect the nature of labor relations in the United States and how union elections and contract negotiations are conducted. If some or all of our employees were to become unionized and the terms of the collective bargaining agreement were significantly different from our current compensation arrangements, it could increase our costs and adversely impact our profitability. Moreover, participation in labor unions could put us at increased risk of labor strikes and disruption of our operations.

***Prior to our IPO, we were treated as an "S" corporation under Subchapter S of the Internal Revenue Code, and claims of taxing authorities related to our prior status as an "S" corporation could harm us.***

Concurrent with and as a result of our IPO, our "S" corporation status terminated, and we are currently treated as a "C" corporation for federal and applicable state income tax purposes. As a "C" corporation, we are subject to federal and state income taxes. In addition, if the unaudited, open tax years in which we were an "S" corporation are audited by the Internal Revenue Service (the "IRS"), and we are determined not to have qualified for, or to have violated, our "S" corporation status, we will be obligated to pay back taxes for all relevant open tax years on all of our taxable income while we were an "S"

corporation, interest and possibly penalties, however, we may have the right to reclaim a portion of the tax distributions we made to our shareholders during those periods pursuant to a tax indemnification agreement with our existing shareholders. Any such claims could result in additional costs to us and could have a material adverse effect on our results of operations and financial condition.

***We entered into a tax indemnification agreement with our existing shareholders prior to the IPO and could become obligated to make payments to them for any additional federal, state or local income taxes assessed against them for fiscal periods prior to the completion of our IPO.***

Prior to our IPO, we were treated as an “S” corporation for U.S. federal income tax purposes. Concurrent with and as a result of our IPO, our “S” corporation status terminated and we are currently subject to federal income taxes and state income taxes. In the event of an adjustment to our reported taxable income for a period or periods prior to termination of our “S” corporation status, our shareholders during those periods could be liable for additional income taxes for those prior periods. Therefore, prior to the consummation of our IPO, we entered into a tax indemnification agreement with the then-existing shareholders. Pursuant to the tax indemnification agreement, we agreed to indemnify and hold harmless each such shareholder on an after-tax basis against additional income taxes, plus interest and penalties, resulting from adjustments made, as a result of a final determination made by a competent tax authority, to the taxable income we reported as an “S” corporation. Such indemnification will also include any reasonable and documented out-of-pocket expenses arising out of a claim for such tax liability.

***Unseasonal or severe weather conditions may adversely affect our merchandise sales.***

Our business is adversely affected by unseasonal weather conditions. Sales of certain seasonal apparel items, especially outerwear, are dependent in part on the weather and may decline in years in which weather conditions do not favor the use of these products. Sales of our spring and summer products, which traditionally consist of lighter weight clothing, are adversely affected by cool or wet weather. Similarly, sales of our fall and winter products, which are traditionally weighted toward outerwear, are adversely affected by mild, dry or warm weather. Severe weather events may impact our ability to supply our retail stores, deliver orders to customers on schedule and staff our retail stores, fulfillment centers and call center, which could have an adverse effect on our business and results of operations.

***We may be subject to assessments for additional taxes, including sales taxes, which could adversely affect our business.***

In accordance with current law, we pay, collect and/or remit taxes in those states where we or our subsidiary, as applicable, maintain a physical presence. While we believe that we have appropriately remitted all taxes based on our interpretation of applicable law, tax laws are complex and their application differs from state to state. It is possible that some taxing jurisdictions may attempt to assess additional taxes and penalties on us or assert either an error in our calculation, a change in the application of law or an interpretation of the law that differs from our own, which may, if successful, adversely affect our business and results of operations.

An increasing number of states have considered or adopted laws that attempt to impose tax collection obligations on out-of-state companies. Additionally, the Supreme Court of the United States recently ruled in *South Dakota v. Wayfair, Inc. et al*, or *Wayfair*, that online sellers can be required to collect sales and use tax despite not having a physical presence in the buyer’s state. In response to *Wayfair*, or otherwise, states or local governments may adopt, or begin to enforce, laws requiring us to calculate, collect and remit taxes on sales in their jurisdictions. A successful assertion by one or more states requiring us to collect taxes where we presently do not do so, or to collect more taxes in a jurisdiction in which we currently do collect some taxes, could result in substantial tax liabilities, including taxes on past sales, as well as penalties and interest. The imposition by state governments or local governments of sales tax collection obligations on out-of-state sellers could also create additional administrative burdens for us and decrease our future sales, which could have an impact on our business, financial condition and results of operations.

***We may become involved in a number of legal proceedings and audits, and outcomes of such legal proceedings and audits could adversely affect our business, financial condition and results of operations.***

Our business requires compliance with many laws and regulations, including labor and employment, customs, truth-in-advertising, consumer protection and zoning and occupancy laws and ordinances that regulate retailers generally and/or govern the importation, promotion and sale of merchandise and the operation of stores and warehouse facilities. Failure to achieve compliance could subject us to lawsuits and other proceedings, and could also lead to damage awards, fines and penalties. We may become involved in a number of legal proceedings and audits including government and agency investigations, and consumer, employment, tort and other litigation. We cannot predict with certainty the outcomes of these legal proceedings and other contingencies. The outcome of some of these legal proceedings, audits and other contingencies could require us to take, or refrain from taking, actions which could negatively affect our operations or require us to pay substantial amounts of money

adversely affecting our financial condition and results of operations. Additionally, defending against these lawsuits and proceedings may be necessary, which could result in substantial costs and diversion of management's attention and resources, causing a material adverse effect on our business, financial condition and results of operations. There can be no assurance that any pending or future legal proceedings and audits will not have a material adverse effect on our business, financial condition and results of operations.

***We may engage in strategic transactions that could negatively impact our liquidity, increase our expenses and present significant distractions to management.***

We may consider strategic transactions and business arrangements, including, but not limited to, acquisitions, asset purchases, partnerships, joint ventures, restructurings and investments. Any such transaction may require us to incur non-recurring or other charges, may increase our near and long-term expenditures and may pose significant integration challenges or disrupt our management or business, which could harm our operations and financial results.

***Our failure to comply with restrictive covenants under our revolving credit facility and other debt instruments could trigger prepayment obligations.***

Our failure to comply with the restrictive covenants under our revolving credit facility and other debt instruments could result in an event of default, which, if not cured or waived, could result in us being required to repay these borrowings before their due date. If we are forced to refinance these borrowings on less favorable terms, our results of operations and financial condition could be adversely affected by increased costs and rates.

***Changes to accounting rules or regulations could significantly affect our financial results.***

Our consolidated financial statements are prepared in accordance with U.S. GAAP. New accounting rules or regulations and changes to existing accounting rules or regulations have occurred and may occur in the future. Future changes to accounting rules or regulations could negatively affect our results of operations and financial condition through increased compliance costs.

#### **Risks Related to Ownership of our Class B Common Stock**

***The dual class structure of our common stock and the existing ownership of common stock by our executive officers, directors and their affiliates have the effect of concentrating voting control with our executive officers, directors and their affiliates for the foreseeable future, which will limit your ability to influence corporate matters.***

Our Class A common stock has ten votes per share, and our Class B common stock has one vote per share. Given the greater number of votes per share attributed to our Class A common stock, our Executive Chairman, Stephen L. Schlecht, who is our only Class A shareholder, beneficially owns shares representing approximately 66.5% of the voting power of our outstanding capital stock. As a result of our dual class ownership structure, Mr. Schlecht will be able to exert a significant degree of influence or actual control over our management and affairs and over matters requiring shareholder approval, including the election of directors, a merger, consolidation or sale of all or substantially all of our assets and any other significant transaction. Mr. Schlecht owns shares representing approximately 35.3% of the economic interest of our outstanding capital stock and, together with our other executive officers, directors and their affiliates, owns shares representing approximately 40.7% of the economic interest and 69.3% of the voting power of our outstanding capital stock. This concentrated control will limit your ability to influence corporate matters for the foreseeable future. For example, these shareholders will be able to control elections of directors, amendments of our articles of incorporation or bylaws, increases to the number of shares available for issuance under our equity incentive plans or adoption of new equity incentive plans and approval of any merger or sale of assets for the foreseeable future. This control may materially adversely affect the market price of our Class B common stock.

Additionally, the holder of our Class A common stock may cause us to make strategic decisions or pursue acquisitions that could involve risks to you or may not be aligned with your interests. The holder of our Class A common stock will also be entitled to a separate vote in the event we seek to amend our articles of incorporation in a manner that alters or changes the powers, preferences or special rights of the Class A common stock in a manner that affects its holder adversely.

***We are a controlled company within the meaning of the NASDAQ rules, and as a result, we rely on exemptions from certain corporate governance requirements that provide protection to shareholders of other companies.***

Mr. Schlecht controls more than 50% of the total voting power of our common stock, and we are considered a controlled company under the NASDAQ corporate governance listing standards. As a controlled company, certain exemptions under the

NASDAQ listing standards exempt us from the obligation to comply with certain NASDAQ corporate governance requirements, including the requirements:

- that a majority of our board of directors consist of independent directors, as defined under the rules of NASDAQ;
- that we have a nominating committee that is composed entirely of independent directors with a written charter addressing the committee's purpose and responsibilities; and
- that we have a compensation committee that is composed entirely of independent directors with a written charter addressing the committee's purpose and responsibilities.

Although we intend to have a majority of independent directors on our board even though we will be a controlled company, there is no guarantee that we will not take advantage of this exemption in the future. Accordingly, as long as we are a controlled company, holders of our Class B common stock may not have the same protections afforded to shareholders of companies that are subject to all of the NASDAQ corporate governance requirements.

***Our stock price may be volatile or may decline regardless of our operating performance, resulting in substantial losses for investors.***

The market price of our Class B common stock may fluctuate significantly in response to numerous factors, many of which are beyond our control, including:

- actual or anticipated fluctuations in our results of operations, particularly in our segment growth rates and margins;
- the financial projections we may provide to the public, any changes in these projections or our failure to meet these projections;
- failure of securities analysts to initiate or maintain coverage of our company, changes in financial estimates or ratings by any securities analysts who follow our company or our failure to meet these estimates or the expectations of investors;
- announcements by us or our competitors of significant technical innovations, acquisitions, strategic partnerships, joint ventures, operating results or capital commitments;
- changes in operating performance and stock market valuations of other technology or retail companies generally, or those in our industry in particular;
- price and volume fluctuations in the overall stock market, including as a result of trends in the economy as a whole;
- changes in our board of directors or management;
- sales of large blocks of our Class B common stock, including sales by our executive officers, directors and significant shareholders;
- lawsuits threatened or filed against us;
- changes in laws or regulations applicable to our business;
- changes in our capital structure, such as future issuances of debt or equity securities;
- short sales, hedging and other derivative transactions involving our capital stock;
- general economic conditions in the United States and abroad; and
- other events or factors, including those resulting from war, incidents of terrorism or responses to these events.

In addition, stock markets have experienced extreme price and volume fluctuations that have affected and continue to affect the market prices of equity securities of many retail and e-commerce companies. Stock prices of many retail companies and e-commerce companies have fluctuated in a manner unrelated or disproportionate to the operating performance of those companies. In the past, shareholders have instituted securities class action litigation following periods of market volatility. If we were to become involved in securities litigation, it could subject us to substantial costs, divert resources and the attention of management from our business and materially adversely affect our business, financial condition and operating results.

***If securities or industry analysts do not publish research or reports about our business, or publish negative reports about our business, our share price and trading volume could decline.***

The trading market for our Class B common stock will depend in part on the research and reports that securities or industry analysts publish about us or our business, our market and our competitors. We do not have any control over these analysts. If one or more of the analysts who cover us downgrade our shares or change their opinion of our shares, our share

price would likely decline. If one or more of these analysts cease coverage of our company or fail to regularly publish reports on us, we could lose visibility in the financial markets, which could cause our share price or trading volume to decline.

***We are an “emerging growth company,” and we cannot be certain if the reduced disclosure and exemption from the auditor attestation requirements applicable to “emerging growth companies” will make our Class B common stock less attractive to investors.***

We are an “emerging growth company,” as defined in the JOBS Act, and we intend to take advantage of certain exemptions from various reduced regulatory and reporting requirements that are otherwise generally applicable to other public companies. As an emerging growth company: (i) we are exempt from the requirement to obtain an audit of our internal control over financial reporting pursuant to the Sarbanes-Oxley Act; (ii) we are permitted to provide less extensive disclosure about our executive compensation arrangements; and (iii) we are not required to hold non-binding advisory votes on executive compensation or golden parachute provisions.

We remain an emerging growth company and may continue to take advantage of these provisions until the earliest to occur of: (i) the last day of our fiscal year following the fifth anniversary of our IPO, which will occur on the last day of fiscal 2020; (ii) the date on which we are deemed to be a “large accelerated filer” (which means (a) the market value of our common stock that is held by non-affiliates exceeds \$700 million as of the last business day of our most recently completed second fiscal quarter, (b) we have filed at least one annual report on Form 10-K, and (c) we have been subject to the reporting requirements of the Exchange Act for at least twelve months); (iii) the last day of our fiscal year during which our annual gross revenue exceeds \$1.0 billion; and (iv) the date on which we issue more than \$1.0 billion of non-convertible debt during the previous three-year period.

We cannot predict if investors will find our Class B common stock less attractive or our company less comparable to certain other public companies because we will rely on these exemptions. If some investors find our Class B common stock less attractive as a result of our reliance on these exemptions, there may be a less active trading market for our Class B common stock, and our stock price may be more volatile. We also cannot predict if the lack of an independent auditor’s attestation of our internal control over financial reporting pursuant to Section 404 would allow any material design or operating effectiveness in control deficiencies to go undetected.

***The requirements of being a public company may strain our resources, divert management’s attention and affect our ability to attract and retain additional executive management and qualified board members.***

As a public company, we are subject to the reporting requirements of the Exchange Act, the Sarbanes-Oxley Act, the Dodd-Frank Wall Street Reform and Consumer Protection Act, the listing requirements of the NASDAQ Global Select Market and other applicable securities rules and regulations. Compliance with these rules and regulations will increase our legal and financial compliance costs, make some activities more difficult, time-consuming or costly and increase demand on our systems and resources, particularly after we are no longer an “emerging growth company.” The Exchange Act requires, among other things, that we file annual, quarterly and current reports with respect to our business and results of operations. The Sarbanes-Oxley Act requires, among other things, that we maintain effective disclosure controls and procedures and internal control over financial reporting. In order to maintain and, if required, improve our disclosure controls and procedures and internal control over financial reporting, significant resources and management oversight may be required. As a result, management’s attention may be diverted from other business concerns, which could materially adversely affect our business and results of operations. We will need to hire additional employees or engage outside consultants to comply with these requirements, which will increase our costs and expenses.

In addition, changing laws, regulations and standards relating to corporate governance and public disclosure are creating uncertainty for public companies, increasing legal and financial compliance costs and making some activities more time-consuming. These laws, regulations and standards are subject to varying interpretations, in many cases due to their lack of specificity, and, as a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies. This could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and governance practices. We intend to invest resources to comply with evolving laws, regulations and standards, and this investment may result in increased general and administrative expenses and a diversion of management’s time and attention from revenue-generating activities to compliance activities. If our efforts to comply with new laws, regulations and standards differ from the activities intended by regulatory or governing bodies due to ambiguities related to their application and practice, regulatory authorities may initiate legal proceedings against us, and our business may be materially adversely affected.

As a result of disclosure of information in this annual report and in filings required of a public company, our business and financial condition will become more visible, which we believe may result in threatened or actual litigation, including by competitors and other third parties. If such claims are successful, our business and results of operations could be materially

adversely affected, and even if the claims do not result in litigation or are resolved in our favor, these claims, and the time and resources necessary to resolve them, could divert the resources of our management and materially adversely affect our business, financial condition and operating results.

***In connection with the preparation of our financial statements, we identified a material weakness in our internal control over financial reporting. Any failure to maintain effective internal control over our financial reporting could materially adversely affect us.***

In connection with the preparation of our fiscal 2018 consolidated financial statements, we identified a material weakness in our internal control over financial reporting due to the lack of sufficient resources throughout the year. Specifically, we did not design and implement effective internal control activities to timely correct and resolve issues resulting from converting to a new order management system, and we did not consistently execute certain account reconciliations and analyses during fiscal 2018.

Management is committed to the planning and implementation of remediation efforts to address the material weakness, as well as to foster continuous improvement in the Company's internal controls. In response to the material weakness described above, with the oversight of the Audit Committee of our Board of Directors, we have undertaken, and will continue to undertake, steps to improve our internal control over financial reporting to address and remediate the material weakness. Our primary efforts include to (i) evaluate resources throughout the organization to determine where current resources should be reassigned and where additional resources are needed to consistently and timely execute internal control activities, and (ii) design and implement additional application balancing control procedures to further automate and enhance the reconciliation process. Management believes these measures, when fully implemented and operational, will remediate the control deficiency we have identified and strengthen our internal control over financial reporting.

However, if the remedial measures we are implementing are insufficient, or if additional material weaknesses or significant deficiencies in our internal control over financial reporting or in our disclosure controls occur in the future, our future consolidated financial statements or other information filed with the SEC may contain material misstatements. Failure to maintain effective controls or to timely implement any necessary improvement of our internal and disclosure controls could, among other things, result in losses from errors, harm our reputation, or cause investors to lose confidence in the reported financial information, all of which could have a material adverse effect on our business, results of operations and financial condition.

***Anti-takeover provisions in our charter documents and under Wisconsin law could make an acquisition of our company more difficult, limit attempts by our shareholders to replace or remove our current management and limit the market price of our Class B common stock.***

Provisions in our amended and restated articles of incorporation and amended and restated bylaws may have the effect of delaying or preventing a change of control or changes in our management. In addition to the dual class structure of our common stock, our amended and restated articles of incorporation and amended and restated bylaws include provisions that:

- permit the board of directors to establish the number of directors and fill any vacancies and newly created directorships;
- authorize the issuance of "blank check" preferred stock that our board of directors could use to implement a shareholder rights plan;
- provide that the board of directors is expressly authorized to make, alter or repeal our bylaws; and
- establish advance notice requirements for nominations for election to our board of directors or for proposing matters that can be acted upon by shareholders at annual or special shareholder meetings.

These provisions may frustrate or prevent any attempts by our shareholders to replace or remove our current management by making it more difficult for shareholders to replace members of our board of directors, which is responsible for appointing the members of our management. In addition, because we are incorporated in Wisconsin, the Wisconsin control share acquisition statute and Wisconsin's "business combination" provisions would apply and limit the ability of an acquiring person to engage in certain transactions or to exercise full voting power of acquired shares under certain circumstances. As a result, offers to acquire us, which may represent a premium over the available market price of our Class B common stock, may be withdrawn or otherwise fail to be realized.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

**ITEM 2. PROPERTIES**

The following table sets forth the location, primary use and size of our leased and owned facilities as of February 3, 2019 (except as noted).

<b>Location</b>	<b>Number of Stores</b>	<b>Primary Use</b>	<b>Gross Square Footage</b>	<b>Leased/Owned</b>
<b>Retail Segment</b>				
<b>North East</b>				
Maine	1	Store	12,951	Leased
Massachusetts	1	Store	16,360	Leased
New Jersey	1	Store	13,300	Leased
Pennsylvania	2	Store	34,945	Leased
Rhode Island	1	Store	14,528	Leased
<b>Midwest</b>				
Illinois	2	Store	28,410	Leased
Indiana	1	Store	14,557	Leased
Iowa	1	Store	12,249	Leased
Michigan	3	Store	45,588	Leased
Minnesota	4	Store	61,900	Leased
Missouri	2	Store	27,692	Leased
Nebraska	1	Store	20,801	Leased
North Dakota	1	Store	14,557	Leased
Ohio	4	Store	58,420	Leased
South Dakota	1	Store	9,166	Leased
Wisconsin	4	Store	53,646	Leased
<b>South</b>				
Kentucky	1	Store	15,456	Leased
North Carolina	2	Store	41,672	Leased
Oklahoma	1	Store	15,536	Leased
Texas	3	Store	44,650	Leased
Virginia	1	Store	15,000	Leased
<b>West</b>				
Alaska	1	Store	25,409	Leased
Colorado	3	Store	52,643	Leased
Oregon	1	Store	19,075	Leased
<b>Leased to Open New Store</b>				
Friendswood, TX <sup>(1)</sup>		Store	16,026	Leased
Katy, TX <sup>(1)</sup>		Store	16,000	Leased
Wichita, KS <sup>(1)</sup>		Store	15,385	Leased
Spokane Valley, WA <sup>(2)</sup>		Store	15,656	Leased
Jacksonville, FL		Store	14,557	Leased
Rogers, AR		Store	15,656	Leased
Danbury, CT		Store	9,792	Leased
Madison, AL		Store	15,656	Leased
Round Rock, TX		Store	15,536	Leased
<b>Direct Segment</b>				
Mount Horeb, WI		Corporate headquarters	108,000	Leased
Belleville, WI		Distribution center	220,000	Owned
Verona, WI		Returns center	30,000	Leased
<b>Direct/Retail</b>				
Belleville, WI		Outlet store and call center	17,890	Owned
Oshkosh, WI		Outlet store and call center	12,777	Leased
Redwing, MN		Outlet store and call center	15,560	Leased

(1) Opened in March 2019.

(2) Opened in April 2019.

The leases on our retail stores expire at various times and are subject to renewal options. We consider these properties to be in good condition and believe that our facilities are adequate for our operations and provide sufficient capacity to meet our anticipated requirements.

ITEM 3. LEGAL PROCEEDINGS

From time to time, we are subject to certain legal proceedings and claims in the ordinary course of business. We are not presently party to any legal proceedings the resolution of which we believe would have a material adverse effect on our business, financial condition, operating results or cash flows. We establish reserves for specific legal matters when we determine that the likelihood of an unfavorable outcome is probable and the loss is reasonably estimable.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

**Executive Officers of Duluth Holdings Inc.**

The following is a list of names and ages of executive officers of Duluth Trading indicating all positions and offices held by each such person and each such person’s principal occupation(s) or employment during the past five years. Officers are appointed annually by the Board of Directors at the meeting of directors immediately following the annual meeting of shareholders. There are no family relationships among these officers, nor any arrangement or understanding between any officer and any other person pursuant to which the officer was selected. The information presented below is as of April 5, 2019.

<b>Name</b>	<b>Age</b>	<b>Office</b>
Stephen L. Schlecht	71	Mr. Schlecht is the founder of our Company and has served as Executive Chairman of the Board since February 2015. Mr. Schlecht has served on our board of directors since our founding in 1986. Mr. Schlecht previously served as our Chief Executive Officer from February 2003 to February 2015, as President from February 2003 to February 2012 and as President and Chief Executive Officer of GEMPLER’S, Inc., which he founded in 1986, until February 2003. Mr. Schlecht holds a B.S.B.A. degree and an M.B.A. from Northwestern University. Mr. Schlecht has over 48 years of experience in the direct marketing and retail industries and has extensive leadership experience and strategic vision.
Stephanie L. Pugliese	48	Ms. Pugliese has served as President of the Company since February 2012 and as Chief Executive Officer since February 2015. Ms. Pugliese has previously served as our President and Chief Operating Officer from February 2014 to February 2015, as our Senior Vice President and Chief Merchandising Officer from July 2010 to February 2012, and as our Vice President of Product Development from November 2008 to July 2010. Ms. Pugliese previously served as a senior executive in several positions with Lands’ End, Inc. from November 2005 to October 2008, including General Merchandising Manager of Women’s Apparel, Men’s Apparel, and the Home Division. She also previously held the position of Vice President of Merchandising at Ann Inc. from March 2000 to May 2003. Ms. Pugliese holds a B.A. degree in marketing from New York University Stern School of Business. Ms. Pugliese is a seasoned executive with over 27 years of experience in the retail apparel industry.
David Loretta	51	Mr. Loretta has been our Chief Financial Officer since July 2017. Mr. Loretta previously served four years as President and Chief Financial Officer of Nordstrom Bank and led all financial and operating functions of their proprietary card operations. During his tenure, Mr. Loretta was responsible for financial reporting, budgeting, forecasting and long-range strategic planning as well as operational leadership. Previously at Nordstrom, Inc., he served as corporate Vice President and Treasurer overseeing treasury, investor relations and corporate development. Before his 13 years with Nordstrom, Mr. Loretta was Director of Planning and Analysis for Restoration Hardware, Inc., where he developed a companywide budgeting, forecasting and reporting process for the retail stores, catalog direct mail and e-commerce. Following his time at Nordstrom, Mr. Loretta launched and operated his own company, Pacific Time, LLC, a unique food and beverage business, from 2014 to 2016. Mr. Loretta earned an MBA from San Diego State University and a B.A. in Business Economics from the University of California, Riverside.
Allen L. Dittrich	64	Mr. Dittrich has served as our Senior Vice President and Chief Operating Officer since October 2018. Mr. Dittrich has previously served as our Senior Vice President of Omnichannel Customer Experience and Operations from February 2015 to October 2018. He previously served as Senior Vice President of Retail at Allen-Edmonds Shoe Corporation from November 2009 until February 2015 and Chief Executive Officer of Retail Associates Ltd. from February 2006 to October 2008. Mr. Dittrich has also previously served as Executive Vice President and Chief Operating Officer of Gander Mountain from 2003 to August 2005 and Chief Merchandising and Marketing Officer from April 1998 to 2003. Prior thereto, Mr. Dittrich served as a senior executive in several positions with the Department Store Division at Dayton Hudson where he was employed from 1977 to 1998, including Senior Vice President General Merchandising Manager Home and Cosmetics and Senior Vice President General Merchandising Manager of Men’s and Children’s. Mr. Dittrich also served on our advisory board for fiscal 2014. Mr. Dittrich holds a B.A. degree in Business Administration and Marketing from Winona State University. Mr. Dittrich has held multiple senior executive roles and has over 40 years of experience in the direct marketing and retail industries.

## PART II

### ITEM 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY, RELATED SHAREHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

#### **Common Stock Listing and Trading**

Our Class B common stock is traded on the NASDAQ Global Select Market under the symbol "DLTH," since our initial public offering on November 19, 2015. Our Class A common stock is neither listed nor traded on an exchange.

#### **Shareholders of Record**

As of April 16, 2019, there were approximately 46 holders of record based upon data provided by our transfer agent, one of whom is the sole holder of our Class A common stock and 45 of whom are holders of our Class B common stock. We believe the number of beneficial holders of the Company's Class B common stock is in excess of this amount.

#### **Dividends**

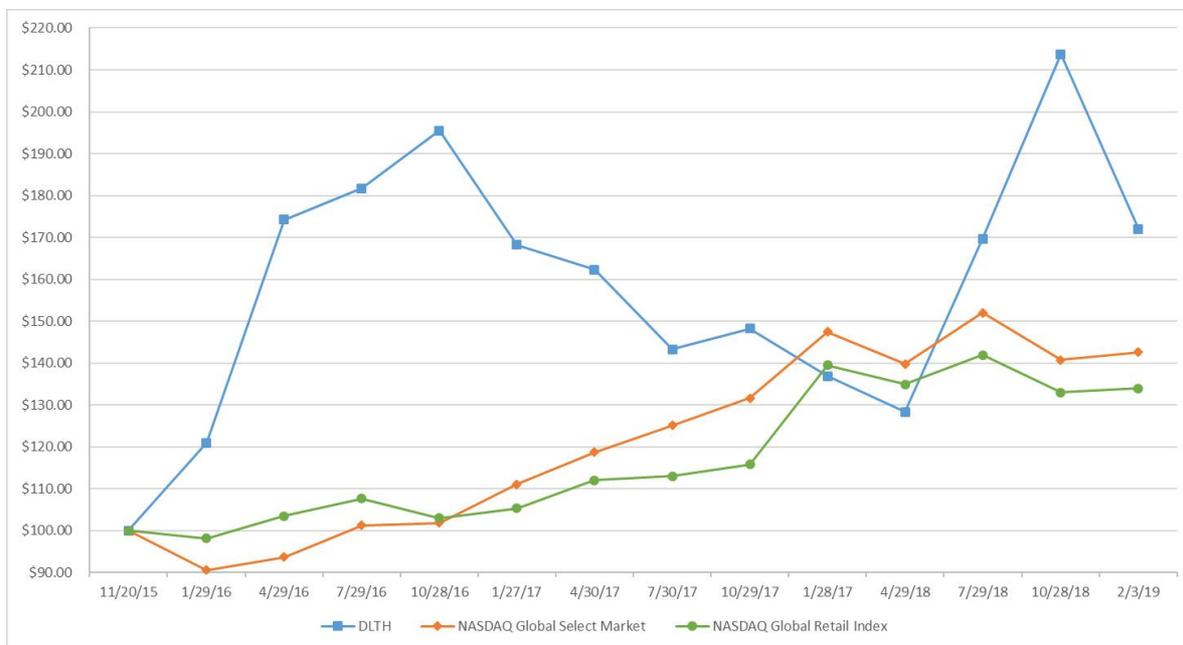
Our Class B common stock began trading on November 20, 2015, since that time, we have not declared any cash dividends, and we do not anticipate declaring any cash dividends in the foreseeable future.

#### **Securities Authorized for Issuance Under Equity Compensation Plans**

Information regarding our equity compensation plans is set forth in Part III, Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Shareholder Matters.

**Stock Performance Graph**

The following graph compares the cumulative total return to shareholders on Duluth Holdings Inc. Class B common stock from November 20, 2015, the first day our Class B common stock began trading on the NASDAQ Global Select Market, through February 3, 2019, the last day of fiscal 2018, for which trading occurred, with the NASDAQ Global Select Market Index and the NASDAQ Global Retail Index for the same period. The graph assumes an initial investment of \$100 on November 20, 2015 in our Class B common stock, the NASDAQ Global Select Market and the NASDAQ Global Retail Index. The graph also assumes that the initial prices of our Class B common stock, the NASDAQ Global Select Market and the NASDAQ Global Retail Index on November 20, 2015 were the closing prices on that trading day.



Company/Market/ Peer Group	11/20/15	01/29/16	04/29/16	07/29/16	10/28/16	01/27/17	04/30/17	07/30/17	10/29/17	01/28/18	04/29/18	07/29/18	10/28/18	02/03/19
DLTH	\$100.00	\$120.95	\$174.29	\$181.68	\$195.53	\$168.28	\$162.27	\$143.30	\$148.28	\$136.85	\$128.35	\$169.67	\$213.70	\$172.01
NASDAQ Global Select Market	\$100.00	\$90.57	\$93.68	\$101.31	\$101.89	\$111.06	\$118.73	\$125.16	\$131.64	\$147.42	\$139.84	\$152.01	\$140.77	\$142.61
NASDAQ Global Retail Index	\$100.00	\$98.18	\$103.51	\$107.69	\$102.99	\$105.32	\$112.03	\$112.98	\$115.82	\$139.48	\$134.90	\$141.89	\$133.00	\$133.98

**ITEM 6. SELECTED FINANCIAL DATA**

The following selected financial data is derived from Duluth Trading’s audited consolidated financial statements, with the exception of the information presented in the pro forma net income lines, which was unaudited, and should be read in conjunction with the consolidated financial statements and the notes thereto in Item 8. Financial Statements and Supplementary Data, and the information contained in Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations included elsewhere herein. Historical results are not necessarily indicative of future results.

	<b>Fiscal Year Ended</b>				
	<b>February 3, 2019</b>	<b>January 28, 2018</b>	<b>January 29, 2017</b>	<b>January 31, 2016</b>	<b>February 1, 2015</b>
<i>(in thousands, except per share and number of stores data)</i>					
<b>Consolidated Statements of Operations:</b>					
Net sales	\$ 568,102	\$ 471,447	\$ 376,116	\$ 304,157	\$ 231,867
Net income attributable to controlling interest	\$ 23,156	\$ 23,351	\$ 21,315	\$ 27,439	\$ 23,647
<b>Basic earnings per share (Class A and Class B):</b>					
Weighted average shares					
of common stock outstanding	32,086	31,853	31,527	25,250	23,815
Net income per share attributable to controlling interest	\$ 0.72	\$ 0.73	\$ 0.68	\$ 1.09	\$ 0.99
<b>Diluted earnings per share (Class A and Class B):</b>					
Weighted average shares and equivalents outstanding	32,317	32,285	32,249	25,978	24,002
Net income per share attributable to controlling interest	\$ 0.72	\$ 0.72	\$ 0.66	\$ 1.06	\$ 0.99
<b>Pro forma net income information (Unaudited)<sup>(1)</sup>:</b>					
Pro forma net income attributable to controlling interest	\$ —	\$ —	\$ —	\$ 17,267	\$ 14,188
Pro forma basic net income per share attributable to controlling interest (Class A and Class B)	\$ —	\$ —	\$ —	\$ 0.68	\$ 0.60
Pro forma diluted net income per share attributable to controlling interest (Class A and Class B)	\$ —	\$ —	\$ —	\$ 0.66	\$ 0.59
<b>Consolidated Balance Sheets:</b>					
Cash	\$ 731	\$ 2,865	\$ 24,042	\$ 37,873	\$ 7,881
Total assets	\$ 296,759	\$ 223,102	\$ 155,967	\$ 120,620	\$ 70,949
Total debt, (including capital lease obligations)	\$ 46,779	\$ 1,508	\$ 777	\$ 5,023	\$ 5,683
Working capital	\$ 65,587	\$ 51,530	\$ 66,127	\$ 73,700	\$ 25,714
<b>Operating Data:</b>					
Number of stores <sup>(2)</sup>	46	31	16	9	6
Total store gross square footage	687,996	438,912	205,826	96,939	68,080
Capital expenditures	\$ 53,036	\$ 46,464	\$ 28,672	\$ 7,306	\$ 5,269
EBITDA <sup>(3)</sup>	\$ 50,158	\$ 44,823	\$ 39,946	\$ 32,168	\$ 26,269
Adjusted EBITDA <sup>(3)</sup>	\$ 51,826	\$ 46,420	\$ 41,170	\$ 34,003	\$ 26,661

(1) The unaudited pro forma net income information gives effect to an adjustment for income tax expense on the income attributable to controlling interest as if we had been a “C” corporation at an assumed combined federal, state and local effective income tax rate, which approximate our statutory income tax rate, of 40%. No pro forma income tax expense was calculated on the income attributable to noncontrolling interest because this entity did not convert to “C” corporation. The Company was a “C” corporation for the entire fiscal year ended February 3, 2019, January 28, 2018 and January 29, 2017, therefore pro forma net income information is not applicable for these periods.

(2) Includes three outlet stores as of February 3, 2019 and January 28, 2018, two outlet stores as of January 29, 2017 and January 31, 2016 and one outlet store as of February 1, 2015.

(3) See “Management’s Discussion and Analysis of Financial Condition and Results of Operations – How We Assess the Performance of Our Business and Reconciliation of Net Income to EBITDA and EBITDA to Adjusted EBITDA” for our definition of Adjusted EBITDA and a reconciliation of net income to EBITDA and EBITDA to Adjusted EBITDA, both of which are non-GAAP financial measures.

## ITEM 7. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*The following discussion and analysis of the financial condition and results of operations should be read in conjunction with the consolidated financial statements and the accompanying notes and information contained in other sections included elsewhere in this annual report, particularly, “Risk Factors,” “Selected Financial Data,” and “Business.” This discussion and analysis is based on the beliefs of our management, as well as assumptions made by, and information currently available to our management. The statements in this discussion and analysis concerning expectations regarding our future performance, liquidity and capital resources, as well as other non-historical statements in this discussion and analysis, are forward-looking statements. See “Forward-Looking Statements.” These forward-looking statements are subject to numerous risks and uncertainties, including those described under “Risk Factors.” Our actual results could differ materially from those suggested or implied by any forward-looking statements.*

*The following discussion contains references to fiscal years 2018, 2017 and 2016, which refer to our fiscal years ended February 3, 2019 January 28, 2018 and January 29, 2017, respectively. Fiscal year 2018 was a 53-week period, Fiscal years 2017 and 2016 were 52-week periods.*

### Overview

We are a rapidly growing lifestyle brand of men’s and women’s casual wear, workwear and accessories sold exclusively through our own direct and retail channels. The direct segment, consisting of our website and catalogs, offers products nationwide and represented 61.7% of our fiscal 2018 consolidated net sales, compared to 70.2% in fiscal 2017. In 2010, we added retail to our omni-channel platform with the opening of our first store. Since then, we have expanded our retail presence, and as of February 3, 2019, we operated 43 retail stores and three outlet stores. Net sales for our retail segment represented 38.3% of our fiscal 2018 consolidated net sales, compared to 29.8% in fiscal 2017. In fiscal 2018, we opened a total of 15 retail stores, adding a total of approximately 250,000 gross square feet.

We offer a comprehensive line of innovative, durable and functional product, such as our Longtail T<sup>®</sup> shirts, Buck Naked<sup>™</sup> underwear, Fire Hose<sup>®</sup> work pants and No-Yank<sup>™</sup> Tank, which reflect our position as the Modern, Self-Reliant American Lifestyle brand. Our brand has a heritage in workwear that transcends tradesmen and appeals to a broad demographic for everyday and on-the-job use.

From our heritage as a catalog for those working in the building trades, Duluth Trading has become a widely recognized brand and proprietary line of innovative and functional apparel and gear. Over the last decade, we have created strong brand awareness, built a loyal customer base and generated robust sales momentum. We have done so by sticking to our roots of “there’s gotta be a better way” and through our relentless focus on providing our customers with quality, functional products.

A summary of our financial results is as follows:

- Net sales have increased year-over-year for 36 consecutive quarters through February 3, 2019;
- Net sales in fiscal 2018 increased by 20.5% over the prior year to \$568.1 million;
- Net income in fiscal 2018 was flat compared to the prior year at \$23.2 million;
- Adjusted EBITDA in fiscal 2018 increased by 11.6% over the prior year to \$51.8 million;
- Our retail stores have achieved an average payback of less than two years; and
- Beginning October 29, 2018, the Company consolidates TRI Holdings, LLC (“TRI”). The Company considers itself the primary beneficiary for TRI as the Company has both the power to direct the activities that most significantly impact the entity’s economic performance and is expected to receive benefits that are significant to TRI.

See “Reconciliation of Net Income to EBITDA and EBITDA to Adjusted EBITDA” section for a reconciliation of our net income to EBITDA and EBITDA to Adjusted EBITDA, both of which are non-U.S. GAAP financial measures. See also the information under the heading “Adjusted EBITDA” in the section “How We Assess the Performance of Our Business” for our definition of Adjusted EBITDA.

We are pursuing several strategies to continue our profitable growth, including building brand awareness to continue customer acquisition, accelerating retail expansion, selectively broadening assortments in certain men’s product categories and growing our women’s business.

## **How We Assess the Performance of Our Business**

In assessing the performance of our business, we consider a variety of financial and operating measures that affect our operating results.

### ***Net Sales***

Net sales reflect our sale of merchandise plus shipping and handling revenue collected from our customers, less returns and discounts. Direct sales are recognized upon customer receipt of the product, while retail sales are recognized at the point of sale. We also use net sales as one of the key financial metrics we measured against in determining our annual bonus compensation for our employees.

### ***Gross Profit***

Gross profit is equal to our net sales less cost of goods sold. Gross profit as a percentage of our net sales is referred to as gross margin. Cost of goods sold includes the direct cost of purchased merchandise; inventory shrinkage; inventory adjustments due to obsolescence, including excess and slow-moving inventory and lower of cost or market reserves; inbound freight; and freight from our distribution centers to our retail stores. Depreciation and amortization is excluded from gross profit. The primary drivers of the costs of individual goods are raw material costs. We expect gross profit to increase to the extent that we successfully grow our net sales. Given the size of our direct segment sales relative to our total net sales, shipping and handling revenue has had a significant impact on our gross profit and gross profit margin. Historically, this revenue has partially offset shipping and handling expense included in selling, general and administrative expenses. We have experienced declines in shipping and handling revenues, and this trend is expected to continue. Declines in shipping and handling revenues may have a material adverse effect on our gross profit and gross profit margin, as well as Adjusted EBITDA to the extent there are not commensurate declines, or if there are increases, in our shipping and handling expense. Our gross profit may not be comparable to other retailers, as we do not include distribution network and store occupancy expenses in calculating gross profit, but instead we include them in selling, general and administrative expenses.

### ***Selling, General and Administrative Expenses***

Selling, general and administrative expenses include all operating costs not included in cost of goods sold. These expenses include all payroll and payroll-related expenses and occupancy expenses related to our stores and to our operations at our headquarters, including utilities, depreciation and amortization. They also include marketing expense, which primarily includes television advertising, catalog production, mailing and print advertising costs, as well as all logistics costs associated with shipping product to our customers, consulting and software expenses and professional services fees. Selling, general and administrative expenses as a percentage of net sales is usually higher in lower-volume quarters and lower in higher-volume quarters because a portion of the costs are relatively fixed.

Our historical sales growth has been accompanied by increased selling, general and administrative expenses. The most significant components of these increases are advertising, marketing, occupancy, depreciation, and payroll expenses. While we expect these expenses to increase as we continue to open new stores, increase brand awareness and grow our organization to support our growing business, we believe these expenses will decrease as a percentage of sales over time.

### ***Adjusted EBITDA***

We believe Adjusted EBITDA is a useful measure of operating performance, as it provides a clearer picture of operating results by excluding the effects of financing and investing activities by eliminating the effects of interest and depreciation costs and eliminating expenses that are not reflective of underlying business performance. We use Adjusted EBITDA to facilitate a comparison of our operating performance on a consistent basis from period-to-period and to provide for a more complete understanding of factors and trends affecting our business.

We define Adjusted EBITDA as consolidated net income (loss) before depreciation and amortization, interest expense and provision for income taxes adjusted for the impact of certain items, including non-cash and other items we do not consider representative of our ongoing operating performance. We believe Adjusted EBITDA is less susceptible to variances in actual performance resulting from depreciation, amortization and other items.

## Results of Operations

The following table summarizes our consolidated results of operations for the periods indicated, both in dollars and as a percentage of net sales.

	Fiscal Year Ended		
	February 3, 2019	January 28, 2018	January 29, 2017
<i>(in thousands)</i>			
Direct net sales	\$ 350,638	\$ 330,940	\$ 309,674
Retail net sales	217,464	140,507	66,442
Net sales	568,102	471,447	376,116
Cost of goods sold (excluding depreciation and amortization)	257,700	210,428	161,970
Gross profit	310,402	261,019	214,146
Selling, general and administrative expenses	273,221	223,947	179,145
Operating income	37,181	37,072	35,001
Interest expense	5,949	1,988	194
Other income, net	383	421	247
Income before income taxes	31,615	35,505	35,054
Income tax expense	8,450	11,878	13,525
Net income	23,165	23,627	21,529
Less: Net income attributable to noncontrolling interest	9	276	214
Net income attributable to controlling interest	\$ 23,156	\$ 23,351	\$ 21,315
<b>Percentage of Net sales:</b>			
Direct net sales	61.7 %	70.2 %	82.3 %
Retail net sales	38.3 %	29.8 %	17.7 %
Net sales	100.0 %	100.0 %	100.0 %
Cost of goods sold (excluding depreciation and amortization)	45.4 %	44.6 %	43.1 %
Gross profit	54.6 %	55.4 %	56.9 %
Selling, general and administrative expenses	48.1 %	47.5 %	47.6 %
Operating income	6.5 %	7.9 %	9.3 %
Interest expense	1.0 %	0.4 %	0.1 %
Other income, net	0.1 %	0.1 %	0.1 %
Income before income taxes	5.6 %	7.5 %	9.3 %
Income tax expense	1.5 %	2.5 %	3.6 %
Net income	4.1 %	5.0 %	5.7 %
Less: Net income attributable to noncontrolling interest	0.0 %	0.1 %	0.1 %
Net income attributable to controlling interest	4.1 %	5.0 %	5.7 %

### Fiscal 2018 Compared to Fiscal 2017

#### Net Sales

Net sales increased \$96.7 million, or 20.5%, to \$568.1 million in fiscal 2018 compared to \$471.4 million in fiscal 2017, driven by gains in both direct and retail segments of \$19.7 million, or 6.0%, and \$77.0 million, or 54.8%, respectively, across virtually all product categories and in both our men's and women's business. The inclusion of the 53<sup>rd</sup> week in fiscal 2018 amounted to an additional \$7.7 million of net sales. The \$77.0 million increase in retail net sales was primarily attributable to having 46 stores in fiscal 2018 as compared to 31 stores in fiscal 2017. Fiscal 2018 was also affected by challenges with systems implementation and inventory flow.

#### Gross Profit

Gross profit increased \$49.4 million, or 18.9%, to \$310.4 million in fiscal 2018 compared to \$261.0 million in fiscal 2017. As a percentage of net sales, gross margin decreased 80 basis points to 54.6% of net sales in fiscal 2018 compared to 55.4% of net sales in fiscal 2017. The decrease in gross margin rate was primarily due to the continued decline in shipping revenues and an increase in freight cost related to transporting inventory to our retail stores due to geographic expansion.

#### Selling, General and Administrative Expenses

Selling, general and administrative expenses increased \$49.3 million, or 22.0%, to \$273.2 million in fiscal 2018 compared to \$223.9 million in fiscal 2017. Selling, general and administrative expenses as a percentage of net sales increased 60 basis points to 48.1% in fiscal 2018, compared to 47.5% in fiscal 2017. The increase in selling, general and administrative

expenses of \$49.3 million compared to last year was primarily attributable to increases of \$6.6 million in advertising and marketing costs, \$22.0 million in selling expenses and \$20.7 million in general and administrative expenses.

As a percentage of net sales, advertising and marketing costs decreased 200 basis points to 16.8% in fiscal 2018, compared to 18.8% in fiscal 2017. The 200 basis point decrease in advertising and marketing costs as a percentage of net sales was primarily attributable to a decrease of 170 basis points in catalog costs due to the adoption of the new revenue standard which provides for catalog costs to be expensed upon customer receipt and a planned decrease in catalog spend as a percentage of net sales, coupled with advertising leverage gained from a higher mix of retail net sales as discussed above.

As a percentage of net sales, selling expenses increased 140 basis points to 15.9% in fiscal 2018, compared to 14.5% in fiscal 2017. The increase in selling expenses as a percentage of net sales was primarily due an increase of 110 basis points in customer service due to the growth in retail, partially offset by a decline in shipping expenses attributable to the leverage gained from an increase in the proportion of retail net sales.

As a percentage of net sales, general and administrative expenses increased 120 basis points to 15.5% in fiscal 2018, compared to 14.2% in fiscal 2017. The 130 basis point increase in general and administrative expenses as a percentage of net sales was primarily due to an increase in information technology support and outside services, and an increase in depreciation as a result of more stores.

### **Segment Operating (Loss) Income**

*Corporate expenses are included in our direct segment and the majority of advertising costs are included in our direct segment, with the exception of retail-specific advertising. As such, our direct segment is generally burdened with higher overhead and advertising expenses. In addition, for our build to suit leases, a portion of the lease expense is included in interest expense.*

Direct segment operating loss was \$0.4 million in fiscal 2018 compared to operating income of \$13.2 million in fiscal 2017. Direct segment operating loss as a percentage of net sales decreased 410 basis points to (0.1)% in fiscal 2018, compared to operating income as a percentage of net sales of 4.0% in fiscal 2017. The 410 basis point decrease in direct segment operating income was primarily due to a decline of 100 basis points in direct gross margins, based on the factors discussed above in gross profit, coupled with an increase in selling expenses of 220 basis points due to increased distribution costs, an increase of 140 basis points in general and administrative expenses due to an increase in consulting fees and outside services to support the growth of our direct business coupled with a decrease of 50 basis points in advertising and marketing costs primarily due to a decrease in catalog costs.

Retail segment operating income increased \$13.7 million, or 57.7%, to \$37.5 million in fiscal 2018 compared to \$23.8 million in fiscal 2017. Retail segment operating income as a percentage of net sales increased 30 basis points to 17.3% in fiscal 2018, compared to 17.0% in fiscal 2017. The 30 basis points increase in retail segment operating income was primarily due to a decrease of 50 basis points in selling, general and administrative expenses due to leverage gained from higher retail net sales partially offset by an increase in store labor due to the increase in store count coupled with a decline in gross margin of 10 basis points due to the factors discussed above in gross profit.

### **Interest Expense**

Interest expense increased \$4.0 million to \$6.0 million in fiscal 2018 compared to \$2.0 million in fiscal 2017. The increase in interest expense was primarily attributable to an increase in our build-to-suit retail stores, an increase in borrowings on our revolving line of credit during fiscal 2018 as compared to the prior year and interest on TRI's Senior Secured debt, due to the consolidation of TRI.

### **Income Taxes**

Income tax expense was \$8.4 million in fiscal 2018 compared to \$11.9 million in fiscal 2017. Our effective tax rate related to controlling interest was 26.7% and 33.7% in fiscal 2018 and fiscal 2017, respectively. The decrease in the year-over-year effective tax rate is due to the enactment of "An Act to Provide for Reconciliation Pursuant to Titles II and V of the Concurrent Resolution on the Budget for Fiscal Year 2018" (the "Tax Act") that became effective January 1, 2018.

### **Net Income**

Net income was \$23.2 million in fiscal 2018 compared to \$23.4 million in fiscal 2017, primarily due to the factors discussed above.

## **Fiscal 2017 Compared to Fiscal 2016**

### ***Net Sales***

Net sales increased \$95.3 million, or 25.3%, to \$471.4 million in fiscal 2017 compared to \$376.1 million in fiscal 2016, driven by gains in both direct and retail segments of \$21.3 million, or 6.9%, and \$74.1 million, or 111.5%, respectively, across all product categories and in both our men's and women's business. The \$74.1 million increase in retail net sales was primarily attributable to the opening of 15 new stores during fiscal 2017, coupled with an entire full year of net sales from our seven stores we opened in fiscal 2016.

### ***Gross Profit***

Gross profit increased \$46.9 million, or 21.9%, to \$261.0 million in fiscal 2017 compared to \$214.1 million in fiscal 2016. As a percentage of net sales, gross margin decreased 150 basis points to 55.4% of net sales in fiscal 2017 compared to 56.9% of net sales in fiscal 2016. The decrease in gross margin rate was primarily due to a decline in shipping revenues, a slight increase in global promotions, including flash sales during our fiscal fourth quarter, and an increase in freight cost for transporting inventory from our Belleville distribution center to our stores.

### ***Selling, General and Administrative Expenses***

Selling, general and administrative expenses increased \$44.8 million, or 25.0%, to \$223.9 million in fiscal 2017 compared to \$179.1 million in fiscal 2016. Selling, general and administrative expenses as percentage of net sales decreased 10 basis points to 47.5% in fiscal 2017, compared to 47.6% in fiscal 2016. The increase in selling, general and administrative expenses of \$44.8 million was primarily attributable to increases of \$10.1 million in advertising and marketing costs, \$16.0 million in selling expenses and \$18.7 million in general and administrative expenses.

As a percentage of net sales, advertising and marketing costs decreased 210 basis points to 18.8% in fiscal 2017, compared to 20.9% in fiscal 2016. The 210 basis point decrease in advertising and marketing costs as a percentage of net sales was primarily attributable to a decrease of 140 basis points in catalog costs, a decrease of 40 basis points in digital advertising, and a decrease of 30 basis points in national television advertising as a result of leverage gained from the increase in retail net sales as discussed above.

As a percentage of net sales, selling expenses increased 60 basis points to 14.5% in fiscal 2017, compared to 13.9% in fiscal 2016. The increase in selling expenses as a percentage of net sales was primarily due an increase of 100 basis points in customer service due to the growth in retail, partially offset by a decline in shipping expenses attributable to the leverage gained from an increase in the proportion of retail net sales.

As a percentage of net sales, general and administrative expenses increased 140 basis points to 14.2% in fiscal 2017, compared to 12.8% in fiscal 2016. The 140 basis point increase in general and administrative expenses as a percentage of net sales was primarily due to an increase of 80 basis points in occupancy and equipment cost due to retail growth, an increase of 30 basis points in depreciation expense primarily due to the increase in stores and infrastructure and technology investments, coupled with an increase of 20 basis points in personnel due to an increase in headcount to support the growth of the business.

### ***Segment Operating Income***

Direct segment operating income decreased \$11.2 million, or 45.8%, to \$13.2 million in fiscal 2017 compared to \$24.5 million in fiscal 2016. Direct segment operating income as a percentage of net sales decreased 390 basis points to 4.0% in fiscal 2017, compared to 7.9% in fiscal 2016. The 390 basis point decrease in direct segment operating income was primarily due to a decline of 160 basis points in direct gross margins, based on the factors discussed above in gross profit, coupled with a decline of 70 basis points due to an increase in headcount to support the growth of the business, a decline of 30 basis points in advertising and marketing, and a decline of 30 basis points due to hosting fees.

Retail segment operating income increased \$13.3 million, or 126.0%, to \$23.8 million in fiscal 2017 compared to \$10.5 million in fiscal 2016. Retail segment operating income as a percentage of net sales increased 110 basis points to 17.0% in fiscal 2017, compared to 15.9% in fiscal 2016. The 110 basis points increase in retail segment operating income was primarily due to a decline of 30 basis point in advertising and marketing costs, and a 140 basis point decline in personnel expenses primarily due to leveraged gain from higher retail sales, which was partially offset by a decline in gross margin of 80 basis points due to the factors discussed above in gross profit.

**Interest Expense**

Interest expense increased \$1.8 million to \$2.0 million in fiscal 2017 compared to \$0.2 million in fiscal 2016. The increase in interest expense was primarily attributable to an increase in our build-to-suit retail stores and an increase in borrowings on our revolving line of credit during fiscal 2017 as compared to the prior year.

**Income Taxes**

Income tax expense was \$11.9 million in fiscal 2017 compared to \$13.5 million in fiscal 2016. Our effective tax rate related to controlling interest was 33.7% and 38.9% in fiscal 2017 and fiscal 2016, respectively.

The decrease in the year-over-year effective tax rate for the year ended January 28, 2018 was primarily attributable to the \$1.5 million benefit related to remeasurement of net deferred tax liabilities resulting from the enactment of Tax Act and the benefit attributable to the reduction in the U.S. federal statutory rate in fiscal 2017 pursuant to the Tax Act.

As a result of the Tax Act, we calculated a U.S. federal statutory corporate income tax rate of 33.9% for the fiscal year ending January 28, 2018.

**Net Income**

Net income increased \$2.0 million, or 9.6%, to \$23.4 million in fiscal 2017 compared to \$21.3 million in fiscal 2016, primarily due to the factors discussed above. Excluding the impact from the Tax Act discussed above, net income increased \$0.2 million, or 0.8% to \$21.5 million in fiscal 2017.

**Reconciliation of Net Income to EBITDA and EBITDA to Adjusted EBITDA**

The following table represents reconciliations of net income to EBITDA and EBITDA to Adjusted EBITDA, both of which are non-GAAP financial measures, for the periods indicated below. See the above section titled “How We Assess the Performance of Our Business,” for our definition of Adjusted EBITDA.

	Fiscal Year Ended		
	February 3, 2019	January 28, 2018	January 29, 2017
<i>(in thousands)</i>			
Net income	\$ 23,165	\$ 23,627	\$ 21,529
Depreciation and amortization	12,594	7,330	4,698
Interest expense	5,949	1,988	194
Income tax expense	8,450	11,878	13,525
EBITDA	50,158	44,823	39,946
Stock based compensation	1,668	1,597	1,224
Adjusted EBITDA	\$ 51,826	\$ 46,420	\$ 41,170

As a result of the factors discussed above in the “Results of Operations” section, Adjusted EBITDA increased \$5.4 million, or 11.6%, to \$51.8 million in fiscal 2018 compared to \$46.4 million in fiscal 2017. As a percentage of net sales, Adjusted EBITDA decreased 70 basis points to 9.1% of net sales in fiscal 2018 compared to 9.8% of net sales in fiscal 2017.

As a result of the factors discussed above in the “Results of Operations” section, Adjusted EBITDA increased \$5.3 million, or 12.8%, to \$46.4 million in fiscal 2017 compared to \$41.2 million in fiscal 2016. As a percentage of net sales, Adjusted EBITDA decreased 110 basis points to 9.8% of net sales in fiscal 2017 compared to 10.9% of net sales in fiscal 2016.

**Liquidity and Capital Resources****General**

Our business relies on cash from operating activities and a credit facility as our primary sources of liquidity. Effective May 17, 2018, we entered into a new credit facility which provides for borrowings of up to \$80.0 million on a revolving line of credit and an additional \$50.0 million in a delayed draw term loan. The \$80.0 million revolving line of credit matures on May 17, 2023 and we have the option to draw in various amounts on the \$50.0 million term loan through May 17, 2020, with a maturity on May 17, 2023. Our primary cash needs have been for inventory, marketing and advertising, payroll, store leases, and capital expenditures associated with opening new stores, infrastructure and information technology. The most significant components of our working capital are cash, inventory, accounts payable and other current liabilities.

We expect to spend approximately \$40.0 million to \$45.0 million in fiscal 2019 on capital expenditures, net of proceeds from finance lease obligations, including a total of approximately \$30.0 million to \$32.0 million for new retail store expansion. We expect capital expenditures of \$2.0 million and starting inventory of \$0.5 million to open a new store. We anticipate opening 15 stores in fiscal 2019. At February 3, 2019, our working capital was \$65.6 million, which includes cash of \$0.7 million. Due to the seasonality of our business, a significant amount of cash from operating activities is generated during the fourth quarter of our fiscal year. During the first three quarters of our fiscal year, we typically are net users of cash in our operating activities as we acquire inventory in anticipation of our peak selling season, which occurs in the fourth quarter of our fiscal year. We also use cash in our investing activities for capital expenditures throughout all four quarters of our fiscal year.

### **Cash Flow Analysis**

A summary of operating, investing and financing activities is shown in the following table.

	<b>Fiscal Year Ended</b>		
	<b>February 3, 2019</b>	<b>January 28, 2018</b>	<b>January 29, 2017</b>
<i>(in thousands)</i>			
Net cash provided by operating activities	\$ 31,095	\$ 29,868	\$ 20,253
Net cash used in investing activities	(53,735)	(53,022)	(28,906)
Net cash provided by (used in) financing activities	18,642	4,760	(3,743)
Decrease in cash and restricted cash	<u>\$ (3,998)</u>	<u>\$ (18,394)</u>	<u>\$ (12,396)</u>

### **Net Cash Provided by Operating Activities**

Operating activities consist primarily of net income adjusted for non-cash items that include depreciation and amortization, loss on disposal of property, equipment and other assets, stock-based compensation and the effect of changes in assets and liabilities.

For fiscal 2018, net cash provided by operating activities was \$31.1 million, which consisted of net income of \$23.2 million, non-cash depreciation and amortization of \$12.6 million, amortization of stock-based compensation of \$1.7 million, deferred income taxes of \$8.0 million and loss on disposal of property and equipment of \$0.2 million, offset by cash used in operating assets and liabilities of \$14.5 million. The cash used in operating assets and liabilities of \$14.5 million primarily consisted of a \$11.0 million increase in inventory due to growth and supply of inventory for our new retail stores in the first quarter of fiscal 2019 and \$5.6 million increase in prepaid expense, coupled with a \$7.6 million decrease in income taxes payable, which was partially offset by increases in trade accounts payable and accrued expenses and deferred rent obligations of \$10.3 million and \$7.0 million, respectively. The increase in trade accounts payable and accrued expenses were primarily due to an increase in inventory and timing of payments.

For fiscal 2017, net cash provided by operating activities was \$29.9 million, which consisted of net income of \$23.6 million, non-cash depreciation and amortization of \$7.3 million, amortization of stock-based compensation of \$1.6 million and deferred income taxes of \$0.5 million, offset by cash used in operating assets and liabilities of \$3.2 million. The cash used in operating assets and liabilities of \$3.2 million primarily consisted of a \$17.6 million increase in inventory due to growth and supply of inventory for our new retail stores in the first quarter of fiscal 2018, and a \$2.3 million increase in prepaid expense, partially offset by increases in trade accounts payable and accrued expenses and deferred rent obligations of \$6.4 million and \$7.4 million, respectively, coupled with an increase in income taxes payable of \$2.4 million. The increase in trade accounts payable and accrued expenses were primarily due to an increase in inventory and timing of payments.

For fiscal 2016, net cash provided by operating activities was \$20.3 million, which consisted of net income of \$21.5 million, non-cash depreciation and amortization of \$4.7 million, amortization of stock-based compensation of \$1.2 million and deferred income taxes of \$1.5 million, offset by cash used in operating assets and liabilities of \$8.7 million. The cash used in operating assets and liabilities of \$8.7 million primarily consisted of a \$14.4 million increase in inventory due to growth and supply of inventory for our new retail stores in the first quarter of fiscal 2017, coupled with a \$3.0 million decrease in trade accounts payable, primarily due to timing of payments, which was partially offset by an increase in income taxes payable of \$3.9 million, as a result of being a "C" corporation for the entire fiscal year, and accrued expenses of \$4.8 million, primarily due to increases in deferred revenue and unpaid purchases of property and equipment.

### **Net Cash Used in Investing Activities**

Investing activities consist primarily of capital expenditures for growth related to new stores, information technology and enhancements for our distribution and corporate facilities.

For fiscal 2018, net cash used in investing activities was \$53.7 million, primarily driven by capital expenditures of \$53.0 million, due mainly to the opening of 15 new stores, as well as investments in information technology and the Belleville, Wisconsin distribution center.

For fiscal 2017, net cash used in investing activities was \$53.0 million, primarily driven by capital expenditures of \$46.5 million, due mainly to the opening of 15 new stores, and investments in information technology related to our order management system and e-commerce platform and a \$6.3 million purchase of an available-for-sale security.

For fiscal 2016, net cash used in investing activities was \$28.9 million, primarily driven by capital expenditures of \$28.7 million for the opening of seven new stores, expansion of our Belleville distribution center, and investments in information technology.

#### ***Net Cash Provided by (Used in) Financing Activities***

Financing activities consist primarily of borrowings and payments related to our revolving line of credit, long-term debts, proceeds from finance lease obligations as well as noncontrolling interest in variable interest entities. Effective December 31, 2018, the Company deconsolidated Schlecht Retail Ventures LLC (“SRV”). Prior to the deconsolidation of SRV, financing activities also consisted of distributions to holders of the noncontrolling interest in our variable interest entity SRV and capital contributions to SRV. See Note 6 “Variable Interest Entities,” included in this Annual Report on Form 10-K for further information.

For fiscal 2018, net cash provided by financing activities was \$18.6 million, which included borrowings of \$130.1 million on our revolving line of credit to support our capital expenditures discussed above and working capital needs, offset by payments of \$113.5 million on our revolving line of credit and proceeds of \$2.3 million from finance lease obligations in connection with our build-to-suit lease transactions.

For fiscal 2017, net cash provided by financing activities was \$4.8 million, which included borrowings of \$88.9 million on our revolving line of credit to support our capital expenditures discussed above and working capital needs, offset by payments of \$88.9 million on our revolving line of credit, proceeds of \$3.9 million from finance lease obligations in connection with our build-to-suit lease transactions, \$0.8 million in proceeds from long-term debt, and \$0.8 million for capital contributions to SRV.

For fiscal 2016, net cash used in financing activities was \$3.7 million, primarily consisting of uses of \$4.2 million payments on long-term debt, offset by proceeds of \$0.7 million for capital contributions to variable interest entities.

#### ***Line of Credit***

On September 29, 2017, we entered into a first amendment to the Amended and Restated Loan Agreement dated as of October 7, 2016 (the “Amended and Restated Agreement”), providing for borrowing availability of up to \$60.0 million from September 29, 2017 through July 31, 2019. Effective November 1, 2017, we entered into a second amendment to the Amended and Restated Agreement, providing for borrowing availability of up to \$80.0 million from November 1, 2017 through December 31, 2017 and borrowing availability of up to \$60.0 million from January 1, 2018 through July 31, 2019. The Amended and Restated Agreement was scheduled to mature on July 31, 2019, and bore interest, payable monthly, at a rate equal to the adjusted LIBOR rate, as defined in the Amended and Restated Agreement. The Amended and Restated Agreement was secured by essentially all Company assets and required that we maintain compliance with certain financial and non-financial covenants, including minimum tangible net worth and a minimum trailing twelve month EBITDA. In addition, the Amended and Restated Agreement did not contain borrowing base limits.

Effective May 17, 2018, we entered into a new credit agreement and subsequently terminated our Amended and Restated Agreement. The outstanding balance of \$27.5 million under the Amended and Restated Agreement was paid off with borrowings under the new credit agreement. The new credit agreement is secured by essentially all Company assets and requires that we maintain compliance with certain financial and non-financial covenants, including a trailing twelve month maximum rent adjusted leverage ratio and minimum fixed charge coverage ratio. See Note 4 “Debt and Line of Credit,” included in this Annual Report on Form 10-K for further information.

As of and for the fiscal year ended February 3, 2019, we were in compliance with all financial and non-financial covenants.

## Contractual Obligations

We enter into long term contractual obligations and commitments in the normal course of business. As of February 3, 2019, our contractual cash obligations were as follows:

	Maturing in:				
	Total	2019	2020 to 2021	2022 to 2023	2024 and after
<i>(in thousands)</i>					
Revolving line of credit	\$ 16,542	\$ —	\$ —	\$ 16,542	\$ —
Debt <sup>(1)</sup>	30,237	500	1,192	1,473	27,072
Operating leases <sup>(2)</sup>	190,851	15,745	31,631	31,377	112,098
<b>Total</b>	<b>\$ 237,630</b>	<b>\$ 16,245</b>	<b>\$ 32,823</b>	<b>\$ 49,392</b>	<b>\$ 139,170</b>

(1) Consists of notes due to the TRI consolidation along with the capital lease obligations that represent minimum lease payments, including imputed interest not reflected in the Consolidated Statements of Financial Position and Notes to Consolidated Financial Statements included elsewhere in this Annual Report.

(2) Our store leases generally have initial lease terms of 5-15 years and include renewal options and rent escalation provisions.

## Off-Balance Sheet Arrangements

We are not a party to any off balance sheet arrangements, except for operating leases, as discussed in “Contractual Obligations” section above.

## Critical Accounting Policies and Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect amounts reported in our consolidated financial statements and related notes, as well as the related disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. We evaluate our accounting policies, estimates, and judgments on an on-going basis. We base our estimates and judgments on historical experience and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions and conditions and such differences could be material to the consolidated financial statements.

We evaluated the development and selection of our critical accounting policies and estimates and believe that the following involve a higher degree of judgment or complexity and are most significant to reporting our results of operations and financial position, and are therefore discussed as critical. With respect to critical accounting policies, even a relatively minor variance between actual and expected experience can potentially have a materially favorable or unfavorable impact on subsequent results of operations. However, our historical results for the periods presented in the consolidated financial statements have not been materially impacted by such variances. More information on all of our significant accounting policies can be found in Note 2, “Summary of Significant Accounting Policies” of Notes to Consolidated Financial Statements included in this Annual Report on Form 10-K.

### Revenue Recognition

For fiscal 2018, we recognized revenue from direct sales upon shipment of the product and from retail sales at the point of sale. This represents the point at which the customer obtains control of the product and has the ability to direct the use of the product.

For fiscal 2017 and prior periods, we recognized revenue from direct sales upon customer receipt of the product and from retail sales at the point of sale.

We recognized shipping and handling fees as revenue included in net sales when generated from a customer order upon customer receipt of the product. Costs of shipping and handling are included in selling, general and administrative expenses.

Sales tax collected is not recognized as revenue as it is ultimately remitted to governmental authorities.

We reserve for projected merchandise returns based on both historical and actual experience, as well as various other assumptions that we believe to be reasonable. Actual merchandise returns are monitored regularly and have not been materially

different from the estimates recorded. Product returns often represent merchandise that can be resold. Amounts refunded to customers are generally made by issuing the same payment tender as used in the original purchase. Merchandise exchanges of the same product and price are not considered merchandise returns and are therefore excluded when calculating the sales returns reserve.

### ***Inventories***

Our inventories are composed of finished goods and are stated at the lower of cost and net realizable value, with cost determined using the first-in, first-out method. Net realizable value is defined as the “estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal and transportation.” To determine if the value of inventory should be marked down below original cost, we consider current and anticipated demand, customer preference and the inventory’s age. The inventory value is adjusted periodically to reflect current market conditions, which requires our judgments that may significantly affect the ending inventory valuation, as well as gross margin. The significant estimates used in inventory valuation are obsolescence (including excess and slow-moving inventory and lower of cost or market reserves) and estimates of inventory shrinkage. We adjust our inventory for obsolescence based on historical trends, aging reports, specific identification and our estimates of future retail sales prices.

Due to these factors, our obsolescence and shrinkage reserves contain uncertainties. Both estimates have calculations that require us to make assumptions and to apply judgment regarding a number of factors, including market conditions, the selling environment, historical results and current inventory trends. If actual observed obsolescence or periodic updates of our shrinkage estimates differ from our original estimates, we adjust our inventory reserves accordingly throughout the period. We do not believe that changes in the assumptions used in these estimates would have a significant effect on our net income or inventory balances. We have not made any material changes to our assumptions included in the calculations of the obsolescence and shrinkage reserves during the periods presented, nor have we recorded significant adjustments related to the physical inventory process.

### ***Long-Lived Assets***

Long-lived assets, such as property and equipment are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Conditions that may indicate impairment include, but are not limited to, a significant adverse change in customer demand or business climate that could affect the value of an asset, a product recall or an adverse action or an assessment by a regulator. If the sum of the estimated undiscounted future cash flows related to the asset is less than the carrying value, we recognize a loss equal to the difference between the carrying value and the fair value, usually determined by the estimated discounted cash flow analysis of the asset. Impairment charges are included in selling, general and administrative expenses.

We evaluate long-lived tangible assets at an individual store level, which is the lowest level at which independent cash flows can be identified. We evaluate corporate assets or other long-lived assets that are not store-specific at the consolidated level.

Since there is typically no active market for our long-lived tangible assets, we estimate fair values based on the expected future cash flows. We estimate future cash flows based on store-level historical results, current trends, and operating and cash flow projections. Our estimates are subject to uncertainty and may be affected by a number of factors outside our control, including general economic conditions and the competitive environment. While we believe our estimates and judgments about future cash flows are reasonable, future impairment charges may be required if the expected cash flow estimates, as projected, do not occur or if events change requiring us to revise our estimates.

### ***Stock-Based Compensation – Private Company Equity Grants***

We have issued restricted shares of our Class B common stock to key employees, executives and board members under restricted stock agreements. These issuances generally vest evenly over a period ranging from two to five years from the grant date and become fully vested on the applicable anniversary date of each restricted stock agreement, unless otherwise stated in the terms of each individual award. Prior to November 19, 2015, we were a private company with no active public market for our Class B common stock. The fair value of our Class B common stock was measured on September 30, 2014, December 31, 2013 and December 31, 2012 for our fiscal years 2015, 2014 and 2013, respectively. The restricted stock value was based on the estimated fair value of our Class B common stock on the grant date, which may differ from the fair value measure dates above. In the absence of a public trading market, we considered numerous objective and subjective factors to determine our best estimate of the fair value of the restricted shares of our Class B common stock on the grant date. Our estimate of this stock-based compensation was equivalent to the fair value of our Class B common stock that was ultimately expected to vest. The stock-based compensation is recognized as compensation expense over the requisite service period or a sale or change in control of our Company if such event occurs prior to the completion of the service period.

Our estimate of pre-vesting forfeitures, or forfeiture rate, was based on our internal analysis, which included the award recipients' positions within the company and the vesting period of the awards. As such, we estimated the forfeiture rate was zero, which resulted in our recording the gross value of the awards as stock-based compensation expense in our consolidated statements of income. We will reassess the forfeiture rate assumption in future periods.

*Determination of Fair Value of Class B Common Stock on Grant Date.* When we were a private company with no active public market for our Class B common stock, we determined the estimated per share fair value of our Class B common stock on the valuation date using a valuation consistent with the requirements of the IRS (Revenue Ruling 59-60), the Department of Labor (Proposed Regulation—2510.3-18(b)(4)(ii)(B)) and Uniform Standards of Professional Appraisal Practice. In conducting this valuation, we considered all objective and subjective factors that we believed to be relevant, including our best estimate of our business condition, prospects and operating performance. Within this contemporaneous valuation performed by us, a range of factors, assumptions and methodologies were used. The significant factors included:

- outlook and condition of the economy, the industry and our company;
- our financial condition;
- our earnings capacity and future prospects;
- our dividend paying capacity;
- historic sales of our Class B common stock and size of the block of Class B common stock to be valued;
- market prices of publicly traded securities of companies engaged in the same or similar industry classification;
- prices, terms and conditions affecting past sales of similar Class B common stock;
- marketability and liquidity considerations of our Class B common stock;
- physical condition, remaining life expectancy and functional and economic utility of our property and equipment; and
- relative risk of the investment.

After considering the information presented by our management, our board of directors rendered its final fair value determination.

*Class B Common Stock Valuation Methodologies.* For the valuation of our Class B common stock, management estimated on the valuation date, our common equity value on a continuing operations basis, primarily using the income and market comparable approaches. The common equity value is the difference between the business enterprise value and debt value after adjustment for a marketability and liquidity discount of five percent.

The income approach utilized the discounted cash flow ("DCF") methodology by discounting the anticipated cash flow stream from business operations. This valuation analysis involved a discrete projection of operating cash flow and a residual value calculation at the end of the projection. The discounted cash flow was based on a detailed projection of sales, cost of sales, operating expenses, depreciation, taxes, capital expenditures and working capital changes. Both the projected cash flows and residual value were discounted to present value based on a weighted average cost of capital calculation.

The market comparable approach utilizes earnings, sales and equity price ratios from comparable transactions. This was a process of collecting relevant market data, adjusting for comparability differences and applying price multipliers to the earnings, sales and operating equity of the company. Our market comparable analysis derived values based on stock transactions involving publicly traded companies because of the availability of complete and consistent information. Comparable companies were selected after a database search based on standard industrial codes of publicly traded companies. Earnings multipliers are a function of earnings growth and earnings volatility. Earnings multipliers derived for us were below the averages for the comparable companies because of our higher asset utilization, smaller size and higher return on assets.

We believe that the procedures employed in the DCF and market comparable methodologies were reasonable and consistent with generally accepted practices.

### ***Income Taxes***

We account for income taxes and the related accounts using the liability method in accordance with ASC Topic 740, *Income Taxes*. Under this method, we accrue income taxes payable or refundable and recognize deferred tax assets and liabilities based on differences between U.S. GAAP and tax bases of assets and liabilities. We measure deferred tax assets and liabilities using enacted tax rates in effect for the years in which the differences are expected to reverse, and recognize the effect of a change in enacted rates in the period of enactment.

We record net deferred tax assets to the extent we believe these assets will more likely than not be realized. In making such determination, we consider all available positive and negative evidence, including future reversals of existing taxable temporary differences, projected future taxable income, tax planning strategies and recent financial operations. A valuation allowance is established if it is more likely than not that some portion or all of the deferred income tax asset will not be realized.

We establish assets and liabilities for uncertain tax positions taken or expected to be taken in income tax returns, using a more-likely-than-not recognition threshold. We recognize penalties and interest related to uncertain tax positions as income tax expense.

See Note 9 “Income Taxes,” of Notes to Consolidated Financial Statements included in this Annual Report on Form 10-K.

## **Recently Issued Accounting Pronouncements**

### ***Leases***

In February 2016, the FASB issued Accounting Standards Update No. 2016-02, *Leases* (Topic 842) (“ASU 2016-02”) and has since amended the standard with Accounting Standards Update 2018-01, *Leases: Land Easement Practical Expedient for Transition to Topic 842*; Accounting Standards update 2018-10, *Codification Improvements to Topic 842, Leases*; Accounting Standards Update 2018-11, *Leases: Targeted Improvements*; and Accounting Standards Update 2018-20, *Leases: Narrow-Scope Improvements for Lessors*. ASU 2016-02, as amended, requires lessees to record a right-of-use asset and lease liability for almost all leases. The Company will adopt ASU 2016-02, as amended, using the current period adjustment method on February 4, 2019, the first day of the Company’s first quarter for the fiscal year ending February 2, 2020, the Company’s fiscal year 2019. Under this method, a cumulative effect adjustment to the opening balance of retained earnings is recognized upon adoption and the guidance is applied prospectively. The Company has implemented a new lease management system, processes and controls to adopt ASU 2016-02 and assist in the application of the new standard. The Company is currently evaluating the full effect that the adoption of ASU 2016-02 will have on its financial condition, results of operations and disclosures. The Company conducts its retail operations through leased stores and therefore, upon adoption, the Company expects to have an increase in assets and liabilities on its consolidated financial statements, due to recording of right-to-use assets and the corresponding lease liabilities, which is expected to be material.

## **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

### ***Interest Risk Factors***

We are subject to interest rate risk in connection with borrowings under our revolving line of credit, which bears interest at a rate equal to the adjusted LIBOR rate, as defined in the Amended and Restated Agreement (effective rate of 6.25% at February 3, 2019). As of February 3, 2019, there was \$16.5 million outstanding under the revolving line of credit. Based on the average interest rate on the revolving line of credit during fiscal 2018, and to the extent that borrowings were outstanding, we do not believe that a 10% change in the interest rate would have a material effect on our consolidated results of operations or financial condition.

### ***Impact of Inflation***

Our results of operations and financial condition are presented based on historical cost. While it is difficult to accurately measure the impact of inflation due to the imprecise nature of the estimates required, we believe the effects of inflation, if any, on our results of operations and financial condition have been immaterial. We cannot assure you our business will not be affected in the future by inflation.

### ***Foreign Exchange Rate Risk***

We source a substantial majority of our merchandise from various suppliers in Asia and the vast majority of purchases are denominated in U.S. dollars. We do not hedge foreign currency risk using any derivative instruments, and historically we have not been impacted by changes in exchange rates.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Board of Directors and Shareholders  
Duluth Holdings Inc.

**Opinion on the financial statements**

We have audited the accompanying consolidated balance sheets of Duluth Holdings Inc. a Wisconsin corporation and subsidiary and affiliates (the "Company") as of February 3, 2019 and January 28, 2018, and the related consolidated statements of operations, comprehensive income, changes in shareholders' equity, and cash flows for each of the three years in the period ended February 3, 2019, and the related notes and schedule (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of February 3, 2019 and January 28, 2018, and the results of its operations and its cash flows for each of the three years in the period ended February 3, 2019, in conformity with accounting principles generally accepted in the United States of America.

**Basis for opinion**

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the auditing standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures include examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ GRANT THORNTON LLP

We have served as the Company's auditor since 2002.

Chicago, Illinois  
April 19, 2019

**DULUTH HOLDINGS INC.**  
**Consolidated Balance Sheets**  
(Amounts in thousands)

	February 3, 2019	January 28, 2018
<b>ASSETS</b>		
Current Assets:		
Cash	\$ 731	\$ 2,865
Accounts receivable	28	52
Other receivables	4,611	273
Inventory, less reserve for excess and obsolete items of \$2,420 and \$1,866, respectively	97,685	89,548
Prepaid expenses & other current assets	12,640	7,642
Prepaid catalog costs	2,503	1,446
Total current assets	118,198	101,826
Property and equipment, net	167,109	109,705
Restricted cash	2,354	4,218
Available-for-sale security	6,295	6,323
Goodwill	402	402
Other assets, net	2,401	628
Total assets	\$ 296,759	\$ 223,102
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current liabilities:		
Trade accounts payable	\$ 25,363	\$ 17,320
Accrued expenses and other current liabilities	26,530	25,261
Income taxes payable	218	7,631
Current maturities of long-term debt	500	84
Total current liabilities	52,611	50,296
Finance lease obligations under build-to-suit leases	23,034	26,578
Long-term debt, less current maturities	29,737	1,424
Long-term line of credit	16,542	—
Deferred tax liabilities	9,722	2,100
Deferred rent obligations, less current maturities	5,003	3,355
Total liabilities	136,649	83,753
Commitments and contingencies		
Shareholders' equity:		
Preferred stock, no par value; 10,000 shares authorized; no shares issued or outstanding as of February 3, 2019 and January 28, 2018	—	—
Common stock (Class A), no par value; 10,000 shares authorized; 3,364 shares issued and outstanding as of February 3, 2019 and January 28, 2018	—	—
Common stock (Class B), no par value; 200,000 shares authorized; 29,215 shares issued and 29,210 shares outstanding as of February 3, 2019 and 29,101 shares issued and 29,098 outstanding as of January 28, 2018	—	—
Treasury stock, at cost; 5 and 3 shares as of February 3, 2019 and January 28, 2018, respectively	(92)	(57)
Capital stock	89,849	88,043
Retained earnings	70,592	48,084
Total shareholders' equity of Duluth Holdings Inc.	160,349	136,070
Noncontrolling interest	(239)	3,279
Total shareholders' equity	160,110	139,349
Total liabilities and shareholders' equity	\$ 296,759	\$ 223,102

The accompanying notes are an integral part of these consolidated financial statements.

**DULUTH HOLDINGS INC.**  
**Consolidated Statements of Operations**  
**(Amounts in thousands, except per share figures)**

	Fiscal Year Ended		
	February 3, 2019	January 28, 2018	January 29, 2017
Net sales	\$ 568,102	\$ 471,447	\$ 376,116
Cost of goods sold (excluding depreciation and amortization)	257,700	210,428	161,970
Gross profit	310,402	261,019	214,146
Selling, general and administrative expenses	273,221	223,947	179,145
Operating income	37,181	37,072	35,001
Interest expense	5,949	1,988	194
Other income, net	383	421	247
Income before income taxes	31,615	35,505	35,054
Income tax expense	8,450	11,878	13,525
Net income	23,165	23,627	21,529
Less: Net income attributable to noncontrolling interest	9	276	214
Net income attributable to controlling interest	\$ 23,156	\$ 23,351	\$ 21,315
<b>Basic earnings per share (Class A and Class B):</b>			
Weighted average shares of common stock outstanding	32,086	31,853	31,527
Net income per share attributable to controlling interest	\$ 0.72	\$ 0.73	\$ 0.68
<b>Diluted earnings per share (Class A and Class B):</b>			
Weighted average shares and equivalents outstanding	32,317	32,285	32,249
Net income per share attributable to controlling interest	\$ 0.72	\$ 0.72	\$ 0.66

The accompanying notes are an integral part of these consolidated financial statements.

**DULUTH HOLDINGS INC.**  
**Consolidated Statements of Comprehensive Income**  
**(Amounts in thousands)**

	Fiscal Year Ended		
	February 3, 2019	January 28, 2018	January 29, 2017
Net income	\$ 23,165	\$ 23,627	\$ 21,529
Other comprehensive income:			
Change in value of interest rate swap agreement	—	—	27
Comprehensive income	23,165	23,627	21,556
Comprehensive income attributable to noncontrolling interest	9	276	214
Comprehensive income attributable to controlling interest	\$ 23,156	\$ 23,351	\$ 21,342

The accompanying notes are an integral part of these consolidated financial statements.

**DULUTH HOLDINGS INC.**  
**Consolidated Statements of Shareholders' Equity**  
(Amounts in thousands)

	Capital stock			Retained earnings	Accumulated other comprehensive loss	Noncontrolling interest in variable interest entities	Total shareholders' equity
	Shares	Amount	Treasury stock				
Balance at January 31, 2016	32,316	\$ 85,389	\$ —	\$ 3,443	\$ (27)	\$ 1,681	\$ 90,486
Issuance of common stock	60	—	—	—	—	—	—
Stock-based compensation	—	1,057	—	167	—	—	1,224
Capital contributions	—	—	—	—	—	744	744
Distributions	—	—	—	(192)	—	(30)	(222)
Net income	—	—	—	21,315	—	214	21,529
Change in value of interest rate swap agreement	—	—	—	—	27	—	27
Balance at January 29, 2017	32,376	\$ 86,446	\$ —	\$ 24,733	\$ —	\$ 2,609	\$ 113,788
Issuance of common stock	110	—	—	—	—	—	—
Restricted stock forfeitures	(21)	—	—	—	—	—	—
Stock-based compensation	—	1,597	—	—	—	—	1,597
Restricted stock surrendered for taxes	(3)	—	(57)	—	—	—	(57)
Capital contributions	—	—	—	—	—	794	794
Distributions	—	—	—	—	—	(400)	(400)
Net income	—	—	—	23,351	—	276	23,627
Balance at January 28, 2018	32,462	\$ 88,043	\$ (57)	\$ 48,084	\$ —	\$ 3,279	\$ 139,349
Cumulative effect from adoption of ASC 606 (Footnote 3)	—	—	—	(648)	—	—	(648)
Balance at January 29, 2018	32,462	\$ 88,043	\$ (57)	\$ 47,436	\$ —	\$ 3,279	\$ 138,701
Issuance of common stock	135	138	—	—	—	—	138
Consolidation of TRI Holdings, LLC	—	—	—	—	—	(45)	(45)
Restricted stock forfeitures	(21)	—	—	—	—	—	—
Stock-based compensation	—	1,668	—	—	—	—	1,668
Restricted stock surrendered for taxes	(2)	—	(35)	—	—	—	(35)
Deconsolidation of Schlecht Retail Ventures LLC	—	—	—	—	—	(3,482)	(3,482)
Net income	—	—	—	23,156	—	9	23,165
Balance at February 3, 2019	32,574	\$ 89,849	\$ (92)	\$ 70,592	\$ —	\$ (239)	\$ 160,110

The accompanying notes are an integral part of these consolidated financial statements.

**DULUTH HOLDINGS INC.**  
**Consolidated Statements of Cash Flows**  
(Amounts in thousands)

	Fiscal Year Ended		
	February 3, 2019	January 28, 2018	January 29, 2017
<b>Cash flows from operating activities:</b>			
Net income	\$ 23,165	\$ 23,627	\$ 21,529
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	12,594	7,330	4,698
Stock-based compensation	1,668	1,597	1,224
Deferred income taxes	7,999	533	1,536
Loss on disposal of property and equipment	162	2	3
Changes in operating assets and liabilities:			
Accounts receivable	9	(7)	(25)
Other receivables	(4,338)	76	(273)
Inventory	(11,013)	(17,553)	(14,446)
Prepaid expense & other current assets	(5,618)	(2,320)	(1,177)
Prepaid catalog costs	(3,261)	419	1,472
Trade accounts payable	10,282	6,363	(2,962)
Income taxes payable	(7,562)	2,406	3,917
Accrued expenses and deferred rent obligations	7,008	7,395	4,757
Net cash provided by operating activities	<u>31,095</u>	<u>29,868</u>	<u>20,253</u>
<b>Cash flows from investing activities:</b>			
Purchases of property and equipment	(53,036)	(46,464)	(28,672)
Purchase of available-for-sale security	—	(6,323)	—
Principal receipts from available-for-sale security	28	—	—
Change in other assets	(438)	(235)	(234)
Consolidation of TRI Holdings, LLC	217	—	—
Deconsolidation of Schlecht Retail Ventures LLC	(506)	—	—
Net cash used in investing activities	<u>(53,735)</u>	<u>(53,022)</u>	<u>(28,906)</u>
<b>Cash flows from financing activities:</b>			
Proceeds from line of credit	130,086	88,898	25,385
Payments on line of credit	(113,544)	(88,898)	(25,385)
Proceeds from long term debt	—	800	—
Payments on long term debt	(416)	(54)	(4,226)
Distributions to holders of noncontrolling interest in variable interest entities	—	(400)	(30)
Proceeds from finance lease obligations	2,281	3,949	—
Payments on finance lease obligations under build-to-suit leases	—	(321)	(19)
Distributions to shareholders	—	—	(192)
Shares withheld for tax payments on vested restricted stock	(35)	(57)	—
Capital contributions to variable interest entities	—	794	744
Other	270	49	(20)
Net cash provided by (used in) financing activities	<u>18,642</u>	<u>4,760</u>	<u>(3,743)</u>
Decrease in cash and restricted cash	(3,998)	(18,394)	(12,396)
Cash and restricted cash at beginning of period	7,083	25,477	37,873
Cash and restricted cash at end of period	<u>\$ 3,085</u>	<u>\$ 7,083</u>	<u>\$ 25,477</u>
<b>Supplemental disclosure of cash flow information:</b>			
Interest paid	\$ 5,759	\$ 1,848	\$ 185
Income taxes paid	\$ 10,311	\$ 9,002	\$ 6,698
<b>Supplemental disclosure of non-cash information:</b>			
Property and equipment acquired through issuance of debt	\$ 28,315	\$ —	\$ —
Property and equipment acquired under build-to-suit leases	\$ 9,258	\$ 19,537	\$ 3,369
Unpaid liability to acquire property and equipment	\$ 433	\$ 2,028	\$ 3,485

The accompanying notes are an integral part of these consolidated financial statements.

**DULUTH HOLDINGS INC.**  
**Notes to Consolidated Financial Statements**

## **1. NATURE OF OPERATIONS AND BASIS OF PRESENTATION**

### ***Nature of Operations***

Duluth Holdings Inc. (“Duluth Trading” or the “Company”), a Wisconsin corporation, is a lifestyle brand of men’s and women’s casual wear, workwear and accessories sold exclusively through the Company’s own direct and retail channels. The direct segment, consisting of the Company’s website and catalogs, offers products nationwide. In 2010, the Company added retail to its omnichannel platform with the opening of its first store. Since then, Duluth Trading has expanded its retail presence, and as of February 3, 2019, the Company operated 43 retail stores and three outlet stores. The Company’s products are marketed under the Duluth Trading Company brand, with the majority of products being exclusively developed and sold as Duluth Trading branded merchandise.

The Company has two classes of authorized common stock: Class A common stock and Class B common stock. The rights of holders of Class A common stock and Class B common stock are identical, except for voting and conversion rights. Each share of Class A common stock is entitled to ten votes per share and is convertible at any time into one share of Class B common stock. Each share of Class B common stock is entitled to one vote per share. The Company’s Class B common stock trades on the NASDAQ Global Select Market under the symbol “DLTH.”

### ***Basis of Presentation***

The consolidated financial statements are prepared in accordance with U.S. Generally Accepted Accounting Principles (“U.S. GAAP”). All intercompany balances and transactions have been eliminated.

The Company’s fiscal year ends on the Sunday nearest to January 31 of the following year. Fiscal 2018, 2017 and 2016 ended on February 3, 2019, January 28, 2018 and January 29, 2017, respectively. Fiscal 2018 was a 53-week period and Fiscal 2017 and 2016 were 52-week periods.

### ***Seasonality of Business***

The Company’s business is affected by the pattern of seasonality common to most retail apparel businesses. Historically, the Company has recognized a significant portion of its revenue and operating profit in the fourth fiscal quarter of each year as a result of increased sales during the holiday season.

## **2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

### ***Principles of Consolidation***

The accompanying consolidated financial statements include the accounts of the parent, Duluth Holdings Inc., and its wholly-owned subsidiary, Duluth Trading Company, LLC. Effective October 3, 2016, Duluth Trading Company, LLC was dissolved and no longer consolidated, which did not impact the Company’s consolidated financial statements. Beginning October 29, 2018, the Company also consolidates TRI Holdings, LLC (“TRI”) as a variable interest entity. Effective December 31, 2018, Schlecht Retail Ventures LLC (“SRV”) is no longer considered a variable interest entity and is not consolidated after that date. See Note 6 “Variable Interest Entities” for further information.

### ***Use of Estimates***

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

### ***Revenue Recognition***

The Company recognizes revenue upon shipment of the product (for direct sales) or at the point of sale (for retail store transactions). At the time of revenue recognition, the Company provides for estimated costs that may be incurred for product warranties and sales returns. A liability is recognized at the time a gift card is sold, and revenue is recognized at the time the gift card is redeemed for merchandise. See Note 3 “Revenues” for further information.

**DULUTH HOLDINGS INC.**  
**Notes to Consolidated Financial Statements**

***Cost of Goods Sold and Selling, General and Administrative Expenses***

The following table illustrates the primary costs classified in cost of goods sold and selling, general and administrative expenses:

Cost of Goods Sold	Selling, General and Administrative Expenses
☐ Direct cost of purchased merchandise	☐ Payroll and payroll-related expenses
☐ Inventory shrinkage and inventory adjustments due to obsolescence	☐ Third party logistics ("3PL")
☐ Inbound freight	☐ Occupancy expenses related to stores and operations at the Company's headquarters, including utilities
☐ Freight from the Company's distribution centers to its stores	☐ Depreciation and amortization
	☐ Advertising expenses, including television advertising, catalog production and mailing and print advertising costs
	☐ Freight associated with shipping product to customers
	☐ Consulting and professional fees

***Catalog and Advertising Expenses***

The Company's direct-response advertising consists of producing, printing and mailing catalogs, which are expensed upon receipt by customers. The Company's non-direct response advertising costs are expensed as they are incurred. Non-direct response advertising costs primarily consist of billboards, web marketing programs, and radio and television advertisements.

Catalog and advertising expenses were \$95.2 million, \$88.6 million and \$78.5 million for fiscal 2018, fiscal 2017 and fiscal 2016, respectively.

***Shipping and Processing***

Shipping and processing revenue generated from customer orders has been classified as a component of net sales. Shipping and processing expense, including handling expense, has been classified as a component of selling, general and administrative expenses. The Company incurred shipping and processing expenses of \$31.4 million, \$28.1 million and \$24.3 million for fiscal 2018, fiscal 2017 and fiscal 2016, respectively.

***Income Taxes***

The Company accounts for income taxes and related accounts using the liability method in accordance with ASC Topic 740, *Income Taxes* ("ASC 740"). Under ASC 740, the Company accrues income taxes payable or refundable and recognizes deferred tax assets and liabilities based on differences between U.S. GAAP and tax bases of assets and liabilities. The Company measures deferred tax assets and liabilities using enacted tax rates in effect for the years in which the differences are expected to reverse, and recognizes the effect of a change in enacted rates in the period of enactment. A valuation allowance is established if it is more likely than not that some portion or all of the deferred income tax asset will not be realized.

The Company establishes assets and liabilities for uncertain tax positions taken or expected to be taken in income tax returns, using a more-likely-than-not recognition threshold. The Company recognizes penalties and interest related to uncertain tax positions as income tax expense. See Note 9 "Income Taxes," of these Notes to Consolidated Financial Statements for further discussion.

***Concentrations of Credit Risk***

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash. At various times during the year, the Company has certain cash balances deposited in financial institutions in excess of federally insured limits. The Company has not experienced any losses in such accounts and management believes it is not exposed to any significant credit risk.

**DULUTH HOLDINGS INC.**  
**Notes to Consolidated Financial Statements**

**Restricted Cash**

The Company's restricted cash is held in an escrow account and is used to pay some portion of the construction loans entered into by the Company and certain of its third party landlords (the "Landlords") in connection with some of the Company's retail store leases. The restricted cash is disbursed based on the escrow agreement entered into by and among the Landlords, the Company and the escrow agent.

The following table provides a reconciliation of cash and restricted cash reported within the Consolidated Balance Sheet that sum to the total of the same such amounts shown in the Consolidated Statements of Cash Flows.

	<u>February 3, 2019</u>
<i>(in thousands)</i>	
Cash	\$ 731
Restricted Cash	2,354
Total cash and restricted cash shown in the condensed consolidated statement of cash flows	<u>\$ 3,085</u>

**Significant Suppliers**

The Company's principal supplier of inventory accounted for 52%, 50% and 51% of total inventory expenditures in fiscal 2018, fiscal 2017 and fiscal 2016, respectively. The Company also had a second supplier that accounted for 15%, 18% and 21% of total inventory expenditures in fiscal 2018, fiscal 2017 and fiscal 2016, respectively.

**Inventory Valuation**

Inventory, consisting of purchased product, is valued at the lower of cost and net realizable value, under the first-in, first-out method. The significant estimates used in inventory valuation are obsolescence (including excess and slow-moving inventory and lower of cost or market reserves) and estimates of inventory shrinkage. Both estimates have calculations that require the Company to make assumptions and apply judgement regarding a number of factors, including market conditions, the selling environment, historical results and current inventory trends. The Company has not made any material changes to assumptions included in the calculations of the obsolescence and shrinkage reserves as of fiscal 2018, fiscal 2017 or fiscal 2016.

**Property and Equipment**

Property and equipment consist of the following:

	<u>February 3, 2019</u>	<u>January 28, 2018</u>
<i>(in thousands)</i>		
Land and land improvements	\$ 4,486	\$ 3,055
Leasehold improvements	32,765	20,985
Buildings	71,469	33,906
Vehicles	161	177
Warehouse equipment	13,051	5,850
Office equipment and furniture	36,473	22,161
Computer equipment	5,072	3,573
Software	24,939	7,540
	<u>188,416</u>	<u>97,247</u>
Accumulated depreciation and amortization	(34,203)	(22,739)
	<u>154,213</u>	<u>74,508</u>
Construction in progress	12,896	35,197
Property and equipment, net	<u>\$ 167,109</u>	<u>\$ 109,705</u>

The Company recorded depreciation expense of \$12.6 million, \$7.3 million and \$4.6 million for fiscal 2018, fiscal 2017 and fiscal 2016, respectively. The Company expenses all routine repair and maintenance costs that do not extend the estimated useful life of the asset.

**DULUTH HOLDINGS INC.**  
**Notes to Consolidated Financial Statements**

Property and equipment are carried at cost and are generally depreciated using the straight-line method over the estimated useful lives. Leasehold improvements are depreciated over the shorter of the lease term or estimated useful life. Depreciable lives by major classification are as follows:

	<u>Years</u>
Land improvements	15 - 40
Leasehold improvements	3 - 15
Buildings	39
Vehicles	5 - 10
Warehouse equipment	5 - 15
Office equipment and furniture	3 - 10
Computer equipment	3 - 5
Software	3 - 7

**Build-to-Suit Lease**

The Company may at times be involved in the construction of stores to be leased by the Company and, depending on the extent to which the Company is involved, the Company may be deemed the owner of the leased premises for accounting purposes during the store construction period. For leases that the Company is deemed the owner of the property during the construction period, upon commencement of the construction project, the Company is required to capitalize the cash and non-cash assets contributed by the landlord for construction as property and equipment on the Company's Consolidated Balance Sheets. Upon the completion of the construction project, the Company performs an analysis on the lease to determine if the Company qualifies for sale-leaseback treatment. For those qualifying leases, the finance lease obligation and the associated property and equipment are removed and the difference is reclassified to either prepaid or deferred rent and amortized over the lease term as an increase or decrease to rent expense. If the lease does not qualify for sale-leaseback treatment, the finance lease obligation is amortized over the lease term based on the rent payments in the lease agreement and the associated property and equipment are depreciated over the estimated useful life.

As of February 3, 2019 and January 28, 2018, the Company capitalized \$39.1 million and \$36.5 million in property and equipment, respectively, and \$1.0 million and \$0.3 million in accumulated depreciation, respectively, and recorded a \$23.0 million and a \$26.6 million non-current liability, respectively, related to build-to-suit lease transactions in which the Company is considered the owner for accounting purposes.

**Goodwill**

Goodwill represents the excess of purchase price over the fair value of net assets acquired. ASC Topic 350, *Intangibles-Goodwill and Other*, requires that goodwill be tested for impairment annually, or more often if an event or circumstance indicates that an impairment loss may have been incurred. The Company's management uses its judgment in assessing whether goodwill may have become impaired between annual impairment tests. Indicators such as unexpected adverse business conditions, economic factors, competitive activities, loss of key personnel and acts by governments may signal that an asset has become impaired.

Total goodwill is reported in the Company's direct segment. Management performed a qualitative assessment of goodwill as of December 31, 2018, 2017 and 2016, and determined that it was more likely than not that the fair value of the Company was greater than its carrying amount; as such, no further evaluation of goodwill was deemed necessary. No impairment was recognized for the years ended February 3, 2019, January 28, 2018, or January 29, 2017.

**Other Assets**

Other assets include loan origination fees, trade names and other non-current assets which are amortized over their estimated useful lives ranging from three to fifteen years. Other assets also include security deposits required by certain of the Company's lease agreements and prepaid expenses which are not expected to be amortized within the next 12 months. Amortization expense was \$0.1 million for each fiscal 2018, fiscal 2017 and fiscal 2016. Accumulated amortization was \$0.4 million and \$0.3 million as of February 3, 2019 and January 28, 2018, respectively.

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Scheduled future amortization of amortizable other assets are as follows as of February 3, 2019:

Fiscal year		
(in thousands)		
2019	\$	208
2020		208
2021		208
2022		208
2023		129
Thereafter		1,152
	\$	2,113

#### ***Impairment of Long-Lived Assets***

The Company's long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If the sum of the expected undiscounted cash flows is less than the carrying value of the related asset or group of assets, a loss is recognized for the difference between the fair value and the carrying value of the asset or group of assets. Such analyses necessarily involve judgment.

For fiscal 2018, fiscal 2017 and fiscal 2016, management did not identify any events or changes in circumstances that indicated the potential impairment of long-lived assets.

#### ***Deferred Rent Obligation***

Certain of the Company's operating lease agreements contain provisions for future rent increases, a rent free period, and/or a period in which rental payments are reduced (abated). For each such agreement, the total amount of rental payments due over the lease term is being charged to rent expense on the straight-line method over the term of the lease. The difference between rent expense recorded and the amount paid is charged to deferred rent obligations, the current portion of which is included in accrued other expenses in the consolidated balance sheets.

#### ***Store Pre-opening Costs***

Store pre-opening costs are expensed as incurred and are included in selling, general and administrative expenses.

#### ***Stock-Based Compensation***

In connection with the IPO, the Company adopted the 2015 Equity Incentive Plan of Duluth Holdings Inc. ("2015 Plan"), which provides compensation alternatives such as stock options, shares, restricted stock, restricted stock units, deferred stock and performance share units, using or based on the Company's Class B common stock. At the time of adoption, the Company reserved 1,614,631 shares of Class B common stock for the issuance of awards under the 2015 Plan. On the first day of the first four fiscal years following the IPO, the number of shares reserved for future issuance under the 2015 Plan increased by 1.25% of the number of Class A and Class B common stock outstanding on the last day of the immediately preceding fiscal year. On February 4, 2019, the number of Class B common stock available for future issuance under the 2015 Plan was 2,949,658 shares.

The Company accounts for its stock-based compensation plan in accordance with ASC Topic 718, *Stock Compensation*, which requires the Company to measure all share-based payments at grant date fair value and recognize the cost over the requisite service period of the award. Restricted stock issued to board members generally vests over a period of one year. Restricted stock issued to key employees and executives typically vests over a period of two to five years based on the terms for each individual award. The fair value of the restricted stock is determined based on the market value of the Company's Class B common stock on the grant date. Restricted stock forfeitures are recognized as incurred.

For restricted stock awards granted prior to the Company's IPO, the fair value of the Company's Class B common stock was calculated by an independent third party and was estimated by taking the average of the results of applying discounted cash flow and market comparable analyses. This value was then discounted due to the lack of marketability and liquidity of the restricted stock.

Total stock compensation expense associated with restricted stock recognized by the Company was \$1.6 million, \$1.6 million and \$1.2 million for fiscal 2018, fiscal 2017 and fiscal 2016, respectively, and is included in selling, general and administrative expenses on the Consolidated Statements of Operations.

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The following is a summary of the activity in the Company's un-vested restricted stock during the years ended February 3, 2019, January 28, 2018, and January 29, 2017:

	Shares	Weighted average grant date fair value per share
Outstanding at January 31, 2016	796,353	\$ 3.15
Granted	59,814	23.41
Vested	(61,455)	7.52
Outstanding at January 29, 2017	794,712	4.34
Granted	110,878	19.54
Vested	(347,825)	3.04
Forfeited	(21,294)	22.31
Outstanding at January 28, 2018	536,471	7.60
Granted	130,179	18.46
Vested	(323,958)	4.19
Forfeited	(21,035)	18.07
Outstanding at February 3, 2019	321,657	\$ 14.29

At February 3, 2019, the Company had unrecognized compensation expense of \$2.5 million related to the restricted stock awards, which is expected to be recognized over a weighted average period of 2.2 years.

#### **Treasury Stock**

Treasury stock consist of shares withheld in lieu of tax payments when restricted stock vests using the treasury cost method and is classified in the Consolidated Balance Sheets as a reduction to shareholders' equity.

#### **Taxes Collected from Customers**

The Company presents all non-income government-assessed taxes (sales, use and value-added taxes) collected from its customers and remitted to governmental agencies on a net basis (excluded from revenue) in its consolidated financial statements.

#### **Other Comprehensive Income or Loss**

Other comprehensive income or loss represents the change in equity from non-shareholder or non-member transactions, which is not included in the statements of earnings but is reported as a separate component of shareholders' equity. For fiscal 2016, other comprehensive income or loss consists of changes in the fair value of the Company's interest rate swap agreements.

#### **Fair Value Measurements**

ASC Topic 820, *Fair Value Measurements and Disclosures* ("ASC 820"), defines fair value as the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date (i.e., an exit price). The exit price is based on the amount that the holder of the asset or liability would receive or need to pay in an actual transaction (or in a hypothetical transaction if an actual transaction does not exist) at the measurement date. ASC 820 describes a fair value hierarchy based on three levels of inputs that may be used to measure fair value, of which the first two are considered observable and the last unobservable, as follows:

Level 1 – Quoted prices in active markets for identical assets or liabilities.

Level 2 – Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

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The carrying values of cash, accounts receivable, accounts payable and long-term obligations approximate fair value. The carrying value of goodwill and intangible assets are tested annually, or more frequently if an event occurs that indicates an impairment loss may have been incurred, using fair value measurements with unobservable inputs (Level 3).

The fair value of the Company's available-for-sale security was valued based on a discounted cash flow method (Level 3), which incorporates the U.S. Treasury yield curve, credit information and an estimate of future cash flows. As of February 3, 2019, the carrying value of the Company's available-for-sale security approximates fair value.

	February 3, 2019			January 28, 2018	
	Cost or Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value	Estimated Fair Value
<i>(in thousands)</i>					
Level 3 security:					
Corporate trust	\$ 6,295	\$ —	\$ —	\$ 6,295	\$ 6,323

The following table presents the future receipts related to the Company's available-for-sale security by contractual maturity as of February 3, 2019. Cost and estimated fair value are equal.

	Estimated Fair Value
<i>(in thousands)</i>	
Within one year	\$ 117
After one year through five years	822
After five years through ten years	1,320
After ten years	4,036
Total	\$ 6,295

### Reclassifications

With the adoption of ASU no. 2016-08, *Statement of Cash Flows (Topic 230): Restricted Cash* ("ASC 230"), fiscal year 2017 and 2016 cash flows from investing activities have been reclassified. See Note 15 "Recent Accounting Pronouncements" for further information.

	January 28, 2018	January 29, 2017
<i>(in thousands)</i>		
Net cash used in investing activities:		
As previously reported	\$ (55,805)	\$ (30,341)
Reclassification based on adoption of ASC 230	2,783	1,435
As reclassified	\$ (53,022)	\$ (28,906)

### 3. REVENUES

Effective January 29, 2018, the Company adopted ASC 606 using the modified retrospective method. The comparative information presented in the condensed consolidated financial statements is not restated and is reported under the accounting standards in effect for those periods presented. See Note 15 "Recent Accounting Pronouncements" for a discussion of the significant changes resulting from the adoption of ASC 606.

The Company's revenue primarily consists of the sale of apparel, footwear and hard goods. For the Company's direct segment, revenues are recognized upon shipment following customer payment, which is when the customer obtains control of the product and has the ability to direct the use of the product, including, among other options, the ability to redirect the product to a different shipping destination. For the Company's retail segment, revenues are recognized at the point of sale. The Company provides the customer the right of return on the product and revenue is adjusted based on an estimate of the expected returns based on historical rates as well as events that may cause changes to historical rates. See Note 5 "Accrued Expense and Other Liabilities" for the Company's product returns reserve. The Company considers the sale of products in either the direct or retail segment as a single performance obligation. Shipping and processing revenue generated from customer orders are

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included as a component of net sales and shipping and processing expense, including handling expense, is included as a component of selling, general and administrative expenses. Sales tax collected from customers and remitted to taxing authorities is excluded from revenue and is included in accrued expenses.

The Company's contract assets primarily consist of the right of return for amounts of inventory to be returned that is expected to be resold and is recorded in Prepaid expenses and other current assets on the Company's consolidated balance sheets. As of February 3, 2019, the amount related the right of return for inventory to be resold was \$0.9 million. The Company's contract liabilities primarily consist of gift card liabilities and are recorded in accrued expenses and other current liabilities under deferred revenue (see Note 5 "Accrued Expenses and Other Current Liabilities") on the Company's consolidated balance sheets. Upon the issuance of a gift card, a liability is established for its cash value. The gift card liability is relieved and revenues on gift cards are recorded at the time of redemption by the customer. Based on historical redemption patterns, gift cards are generally redeemed within one year and gift card breakage is not material.

The following table presents the impact of the adoption of ASC 606 on the Company's consolidated balance sheets as of January 29, 2018, the first day of fiscal 2018:

<i>(in thousands)</i>	<u>January 28, 2018</u>	<u>Adjustments due to ASC 606</u>	<u>January 29, 2018</u>
Inventory, net	\$ 89,548	\$ (629)	\$ 88,919
Prepaid expenses & other current assets	7,642	1,073	8,715
Prepaid catalog costs	1,446	(1,365)	81
Total current assets	101,826	(921)	100,905
Total assets	223,102	(921)	222,181
Accrued expenses and other current liabilities	25,261	(45)	25,216
Income taxes payable	7,631	149	7,780
Total current liabilities	50,296	104	50,400
Deferred tax liabilities	2,100	(377)	1,723
Total liabilities	83,753	(273)	83,480
Total shareholders' equity	139,349	(648)	138,701
Total liabilities and shareholders' equity	223,102	(921)	222,181

The following tables present the effects of the adoption of ASC 606 on the Company's consolidated balance sheets as of February 3, 2019 and the Company's consolidated statements of operations for the year ended February 3, 2019:

<i>(in thousands)</i>	<u>February 3, 2019</u>		
	<u>As Reported</u>	<u>Adjustments due to ASC 606</u>	<u>Balances without Adoption of ASC 606</u>
Inventory, net	\$ 97,685	\$ 1,607	\$ 99,292
Prepaid expenses & other current assets	12,640	(52)	12,588
Prepaid catalog costs	2,503	2,198	4,701
Total current assets	118,198	3,753	121,951
Total assets	296,759	3,753	300,512
Accrued expenses and other current liabilities	26,530	2,656	29,186
Total current liabilities	52,611	2,656	55,267
Deferred tax liabilities	9,722	285	10,007
Total liabilities	136,649	2,941	139,590
Total shareholders' equity	160,110	812	160,922
Total liabilities and shareholders' equity	296,759	3,753	300,512

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**Notes to Consolidated Financial Statements**

	February 3, 2019		
	As Reported	Adjustments due to ASC 606	Balances without Adoption of ASC 606
<i>(in thousands)</i>			
Net sales	\$ 568,102	\$ (2,905)	\$ 565,197
Cost of goods sold (excluding depreciation and amortization)	257,700	(1,959)	255,741
Gross profit	310,402	(946)	309,456
Selling, general and administrative expenses	273,221	(1,167)	272,054
Operating income	37,181	221	37,402
Interest expense	5,949	-	5,949
Other income, net	383	-	383
Income before income taxes	31,615	221	31,836
Income tax expense	8,450	57	8,507
Net income	23,165	164	23,329
Less: Net income attributable to noncontrolling interest	9	-	9
Net income attributable to controlling interest	\$ 23,156	\$ 164	\$ 23,320

#### 4. DEBT AND LINE OF CREDIT

Debt consists of the following:

	February 3, 2019	January 28, 2018
<i>(in thousands)</i>		
SRV Mortgage Term A Note	\$ —	\$ 690
SRV Mortgage Term B Note	—	783
TRI Senior Secured Note	26,705	—
TRI Note	3,500	—
Capital lease obligations	32	35
	\$ 30,237	\$ 1,508
Less: current maturities	500	84
Long-term debt	\$ 29,737	\$ 1,424
Line of credit	\$ 16,542	\$ —

#### **Schlecht Retail Ventures LLC**

SRV entered into a mortgage note (“SRV Term A Note”) with an original balance of \$0.8 million. The SRV Term A Note was scheduled to mature in September 2017 and required monthly payments of \$3,300 plus interest at 3.1%, with a final balloon payment due in September 2017. On July 20, 2017, SRV refinanced the SRV Term A Note, which extended the maturity date to September 2022, with a final balloon payment in September 2022, and changed the interest rate to 3.69%. The required monthly payments of \$3,300 did not change.

On July 20, 2017, SRV entered into a mortgage note (“SRV Term B Note”) with an original balance of \$0.8 million. The SRV Term B Note matures in September 2022 and requires monthly payments of \$3,300 plus interest at 3.69%, with a final balloon payment in September 2022.

The SRV Term A Note and SRV Term B Note were guaranteed by the Company’s majority shareholder and collateralized by certain real property owned by SRV in Mt. Horeb, Wisconsin.

The Company no longer consolidates SRV effective December 31, 2018, therefore the SRV Term A Note and SRV Term B Note have been excluded from the consolidated balance sheet as of February 3, 2019, see Note 6 “Variable Interest Entities” for further details.

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**TRI Holdings, LLC**

TRI entered into a senior secured note (“TRI Senior Secured Note”) with an original balance of \$26.7 million. The TRI Senior Secured Note is scheduled to mature on October 15, 2038 and requires installment payments with an interest rate of 4.95%. See Note 6 “Variable Interest Entities” for further information.

TRI entered into a promissory note (“TRI Note”) with an original balance of \$3.5 million. The TRI Note is scheduled to mature in November 2038 and requires annual interest payments at a rate of 3.05%, with a final balloon payment due in November 2038.

**Line of Credit**

On September 29, 2017, the Company entered into a first amendment to the Amended and Restated Loan Agreement dated as of October 7, 2016 (the “Amended and Restated Agreement”), providing for borrowing availability of up to \$60.0 million from September 29, 2017 through July 31, 2019. Effective November 1, 2017, the Company entered into a second amendment to the Amended and Restated Agreement, providing for borrowing availability of up to \$80.0 million from November 1, 2017 through December 31, 2017 and borrowing availability of up to \$60.0 million from January 1, 2018 through July 31, 2019. The Amended and Restated Agreement was scheduled to mature on July 31, 2019, and bore interest, payable monthly, at a rate equal to the adjusted LIBOR rate, as defined in the Amended and Restated Agreement. The Amended and Restated Agreement was secured by essentially all Company assets and required the Company to maintain compliance with certain financial and non-financial covenants, including minimum tangible net worth and a minimum trailing twelve month EBITDA. In addition, the Amended and Restated Agreement did not contain borrowing base limits.

Effective May 17, 2018, the Company terminated its Amended Restated Agreement and entered into a new credit agreement (the “Credit Agreement”) which provides for borrowing availability of up to \$80.0 million in revolving credit (the “Revolver”) and borrowing availability of up to \$50.0 million in a delayed draw term loan (“DDTL”), for a total credit facility of \$130.0 million. The \$80.0 million revolving credit matures on May 17, 2023. The \$50.0 million DDTL is available to draw upon in differing amounts through May 17, 2020 and matures on May 17, 2023. The outstanding balance of \$27.5 million under the Amended and Restated Agreement was paid off with borrowings under the Credit Agreement. The Credit Agreement is secured by essentially all Company assets and requires the Company to maintain compliance with certain financial and non-financial covenants, including a maximum rent adjusted leverage ratio and a minimum fixed charge coverage ratio as defined in the Credit Agreement. Furthermore, income or losses and debt incurred by TRI or any future variable interest entity that may be required to be consolidated are excluded from the Company’s financial covenants. At the Company’s option, the interest rate applicable to the Revolver or DDTL will be a floating rate equal to (i) the base rate plus a margin of 25 to 100 basis points, based upon the Company’s rent adjusted leverage ratio, or (ii) a fixed rate for a one-, two-, three- or six-month interest period equal to LIBOR for such interest period plus a margin of 125 to 200 basis points, based upon the Company’s rent adjustment leverage ratio (effective rate of 6.25% at February 3, 2019). In addition, outstanding balances under the DDTL require quarterly principal payments with a final balloon payment at maturity.

As of February 3, 2019, and for the fiscal year then ended, the Company was in compliance with all financial and non-financial covenants for all debts discussed above.

Future principal maturities of all debt, which include capital leases and exclude the Company’s line of credit, are as follows as of February 3, 2018:

<b>Fiscal year</b>		
<i>(in thousands)</i>		
2019	\$	500
2020		563
2021		629
2022		699
2023		774
Thereafter		27,072
	<b>\$</b>	<b>30,237</b>

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**5. ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES**

Accrued expenses and other current liabilities consist of the following:

	<u>February 3, 2019</u>	<u>January 28, 2018</u>
<i>(in thousands)</i>		
Salaries and benefits	\$ 2,328	\$ 5,370
Deferred revenue	10,485	7,285
Freight	4,141	4,062
Product returns	2,088	1,080
Catalog costs	503	839
Unpaid purchases of property & equipment	433	2,028
Accrued advertising	389	1,011
Other	6,163	3,586
Total accrued expenses and other current liabilities	<u>\$ 26,530</u>	<u>\$ 25,261</u>

**6. VARIABLE INTEREST ENTITIES**

Based upon the criteria set forth in ASC 810, *Consolidation*, the Company has determined that it was the primary beneficiary of two variable interest entities (“VIE”) as the Company absorbs significant economics of the entities and has the power to direct the activities that are considered most significant to the entities.

Until December 31, 2018, the Company leased a retail store and office buildings from SRV, a VIE whose primary purpose and activity is to own this real property. SRV is a Wisconsin limited liability company that is owned by the majority shareholder of the Company. Until December 31, 2018, the Company considered itself the primary beneficiary for SRV as the Company was expected to receive a majority of SRV’s expected residual returns based on the activity of SRV. As the Company was the primary beneficiary, it consolidated SRV through that date and the leases were eliminated in consolidation.

On December 31, 2018, the Company terminated its office building lease agreement with SRV and, as a result of this termination, the Company no longer considers itself the primary beneficiary for SRV. As such, the Company no longer consolidates SRV effective December 31, 2018. At the time of deconsolidation, SRV had the following assets and liabilities which were removed from the Company’s consolidated balance sheets:

	<u>December 31, 2018</u>
<i>(in thousands)</i>	
Cash	\$ 506
Property and equipment, net	4,366
Other assets, net	28
Total assets	<u>\$ 4,900</u>
Other current liabilities	18
Long-term debt	1,400
Noncontrolling interest in VIE	3,482
Total liabilities and shareholders' equity	<u>\$ 4,900</u>

The Company did not receive any consideration in the deconsolidation of SRV and no gains or losses were recorded for the year ended February 3, 2019.

On August 18, 2017, the Company entered into a lease agreement with TRI, the developer of the Company’s headquarters in Mt. Horeb, Wisconsin. The Company took occupancy on October 15, 2018. In conjunction with the lease, the Company invested \$6.3 million in a trust (see Note 2 “Summary of Significant Accounting Policies” under the header *Fair Value Measurements*) that loaned funds to TRI for the construction of the Company’s headquarters. TRI is a Wisconsin limited liability company whose primary purpose and activity is to own this real property. The Company considers itself the primary beneficiary for TRI as the Company has both the power to direct the activities that most significantly impact the entity’s economic performance and is expected to receive benefits that are significant to TRI. As the Company is the primary beneficiary, it consolidates TRI and the lease is eliminated in consolidation. The Company does not consolidate the trust as the Company is not the primary beneficiary.

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The consolidated balance sheets include the following amounts as a result of the consolidated VIEs:

<i>(in thousands)</i>	February 3, 2019	January 28, 2018
Cash	\$ 434	\$ 655
Other receivables	—	10
Property and equipment, net	28,146	4,114
Other assets, net	1,454	53
<b>Total assets</b>	<b>\$ 30,034</b>	<b>\$ 4,832</b>
Other current liabilities	\$ 68	\$ 160
Long-term debt	30,205	1,393
Noncontrolling interest in VIE	(239)	3,279
<b>Total liabilities and shareholders' equity</b>	<b>\$ 30,034</b>	<b>\$ 4,832</b>

The real property owned by SRV was collateral for SRV's 2018 Notes (see Note 4 "Debt and Line of Credit").

The Company does not consolidate Schlecht Port Washington LLC ("SPW") because the Company is not the primary beneficiary.

## 7. EARNINGS PER SHARE

Earnings per share is computed under the provisions of ASC 260, *Earnings Per Share*. Basic earnings per share is based on the weighted average number of common shares outstanding for the period. Diluted earnings per share is based on the weighted average number of common shares plus the effect of dilutive potential common shares outstanding during the period using the treasury stock method. Dilutive potential common shares include outstanding restricted stock. The reconciliation of the numerator and denominator of the basic and diluted earnings per share calculation is as follows:

<i>(in thousands, except per share data)</i>	Fiscal Year Ended		
	February 3, 2019	January 28, 2018	January 29, 2017
Numerator - net income attributable to controlling interest	\$ 23,156	\$ 23,351	\$ 21,315
Denominator - weighted average shares (Class A and Class B)			
Basic	32,086	31,853	31,527
Dilutive shares	231	432	722
<b>Diluted</b>	<b>32,317</b>	<b>32,285</b>	<b>32,249</b>
Earnings per share (Class A and Class B)			
Basic	\$ 0.72	\$ 0.73	\$ 0.68
Diluted	\$ 0.72	\$ 0.72	\$ 0.66

## 8. SEGMENT REPORTING

The Company has two operating segments, which are also its reportable segments: direct and retail. The direct segment includes revenues from the Company's website and catalogs. The retail segment includes revenues from the Company's retail and outlet stores. These two operating segments are components of the Company for which separate financial information is available and for which operating results are evaluated on a regular basis by the chief operating decision maker in deciding how to allocate resources and in assessing performance of the segments.

Income tax expense, and corporate expenses, which include but are not limited to human resources, legal, finance, information technology, design and other corporate related expenses, are included in the Company's direct segment. Interest expense, depreciation and amortization, and property and equipment expenditures, are recognized in each respective segment. Advertising expenses are generally included in the Company's direct segment, except for specific store advertising, which is included in the Company's retail segment.

Net sales by product is not presented because providing the information is impracticable. Net sales outside of the United States were insignificant. Variable allocations of assets are not made for segment reporting. The Company does not have any assets outside of the United States.

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Segment information is presented in the following tables:

	Fiscal Year Ended		
	February 3, 2019	January 28, 2018	January 29, 2017
<i>(in thousands)</i>			
<b>Net sales</b>			
Direct	\$ 350,638	\$ 330,940	\$ 309,674
Retail	217,464	140,507	66,442
Total net sales	<u>\$ 568,102</u>	<u>\$ 471,447</u>	<u>\$ 376,116</u>
<b>Operating income</b>			
Direct	\$ (381)	\$ 13,247	\$ 24,458
Retail	37,562	23,825	10,543
Total operating income	37,181	37,072	35,001
Interest expense	5,949	1,988	194
Other income, net	383	421	247
<b>Income before income taxes</b>	<u>\$ 31,615</u>	<u>\$ 35,505</u>	<u>\$ 35,054</u>

Net sales by business is presented in the following table:

	Fiscal Year Ended		
	February 3, 2019	January 28, 2018	January 29, 2017
<i>(in thousands)</i>			
<b>Net sales</b>			
Men's	\$ 395,536	\$ 333,536	\$ 273,017
Women's	141,244	110,343	80,762
Hard goods/other	31,322	27,568	22,337
Total net sales	<u>\$ 568,102</u>	<u>\$ 471,447</u>	<u>\$ 376,116</u>

**Segment total assets**

	February 3, 2019	January 28, 2018
	<i>(in thousands)</i>	
Direct	\$ 182,883	\$ 133,866
Retail	113,876	89,236
Total assets at period end	<u>\$ 296,759</u>	<u>\$ 223,102</u>

**Segment depreciation and amortization**

	Fiscal Year Ended		
	February 3, 2019	January 28, 2018	January 29, 2017
<i>(in thousands)</i>			
Direct	\$ 4,560	\$ 2,855	\$ 2,763
Retail	8,034	4,475	1,935
Total depreciation and amortization	<u>\$ 12,594</u>	<u>\$ 7,330</u>	<u>\$ 4,698</u>

**Segment capital expenditures**

	Fiscal Year Ended		
	February 3, 2019	January 28, 2018	January 29, 2017
<i>(in thousands)</i>			
Direct	\$ 20,522	\$ 10,813	\$ 13,307
Retail	32,514	35,651	15,365
Total capital expenditures	<u>\$ 53,036</u>	<u>\$ 46,464</u>	<u>\$ 28,672</u>

**DULUTH HOLDINGS INC.**  
**Notes to Consolidated Financial Statements**

**9. INCOME TAXES**

The components of income tax expense were as follows:

	<b>Fiscal Year Ended</b>		
	<b>February 3, 2019</b>	<b>January 28, 2018</b>	<b>January 29, 2017</b>
<i>(in thousands)</i>			
<b>Current:</b>			
Federal	\$ (589)	\$ 9,118	\$ 10,009
State	1,040	2,227	1,980
	451	11,345	11,989
<b>Deferred:</b>			
Federal	6,971	658	1,496
State	1,028	(125)	40
	7,999	533	1,536
<b>Total income tax expense</b>	<b>\$ 8,450</b>	<b>\$ 11,878</b>	<b>\$ 13,525</b>

In December 2017, the United States enacted new federal comprehensive tax legislation commonly referred to as the Tax Cuts and Jobs Act (the "Tax Act"). The Tax Act significantly revised the U.S. corporate income tax regime by, among other things, lowering the corporate tax rate from 35% to 21% effective January 1, 2018 (the "Effective Date"). When a U.S. federal tax rate change occurs during a fiscal year, taxpayers are required to compute a weighted daily average rate for the fiscal year of enactment. As a result of the Tax Act, the Company calculated a U.S. federal statutory corporate income tax rate of 33.9% for the fiscal year 2017. The U.S. federal statutory corporate income tax rate of 33.9% was the weighted daily average rate between the pre-enactment U.S. federal statutory tax rate of 35% applicable to the Company's current fiscal year prior to the Effective Date and the post-enactment U.S. federal statutory tax rate of 21% applicable from January 1 to January 28 of 2018. The U.S. federal statutory rate is 21% for fiscal years beginning after January 28, 2018. As a result of the Tax Act in fiscal 2017, the Company recorded a net benefit of \$1.5 million from remeasuring its deferred tax assets and liabilities for the year ended January 28, 2018.

The reconciliation of income tax expense to the amount computed at the federal statutory rate was as follows:

	<b>Fiscal Year Ended</b>					
	<b>February 3, 2019</b>		<b>January 28, 2018</b>		<b>January 29, 2017</b>	
<i>(in thousands)</i>						
Federal taxes at statutory rate	\$ 6,637	21.0 %	\$ 11,939	33.9 %	\$ 12,194	35.0 %
Statutory rate change	—	— %	(1,510)	(4.3)%	—	— %
State and local income taxes, net of federal benefit	1,679	5.3 %	1,410	4.0 %	1,315	3.8 %
Other	134	0.4 %	39	0.1 %	16	0.1 %
<b>Total income tax expense</b>	<b>\$ 8,450</b>	<b>26.7 %</b>	<b>\$ 11,878</b>	<b>33.7 %</b>	<b>\$ 13,525</b>	<b>38.9 %</b>

**DULUTH HOLDINGS INC.**  
**Notes to Consolidated Financial Statements**

Deferred income taxes reflect the net tax effects of temporary differences between U.S. GAAP and tax bases of assets and liabilities. Significant components of deferred tax assets and liabilities were as follows:

	<u>February 3, 2019</u>	<u>January 28, 2018</u>
<i>(in thousands)</i>		
<b>Deferred tax assets:</b>		
Returns allowance	\$ 543	\$ 281
Uniform capitalization	1,020	723
Inventory	661	485
Deferred rent	1,380	935
Accruals	6,337	7,902
Stock-based compensation	343	158
Advance payments	494	386
Capital lease liability	81	—
Net operating loss carryover	325	—
Federal credit carryover	17	—
<b>Total deferred tax assets</b>	<b>11,201</b>	<b>10,870</b>
<b>Deferred tax liabilities:</b>		
Property and equipment	19,739	12,174
Prepaid expenses	1,120	734
Goodwill and intangibles	64	62
<b>Total deferred tax liabilities</b>	<b>20,923</b>	<b>12,970</b>
<b>Net deferred tax liabilities</b>	<b>\$ 9,722</b>	<b>\$ 2,100</b>

**Uncertain Tax Positions**

As of February 3, 2019 and January 28, 2018, there were no material unrecognized tax benefits. The Company does not anticipate that there will be a material change in the balance of the unrecognized tax benefits in the next 12 months. Any interest and penalties related to uncertain tax positions are recorded in income tax expense. There were no amounts recorded as tax expense for interest or penalties for the years ended February 3, 2019, January 28, 2018 and January 29, 2017.

The Company files income tax returns in the United States federal jurisdiction and in various state jurisdictions. Federal tax returns for tax years beginning January 1, 2015, and state tax returns for tax years beginning January 1, 2014, are open for examination.

**10. LEASES**

The Company is party to non-cancellable operating leases. Store leases generally have initial lease terms ranging from five to fifteen years with renewal options and rent escalation provisions.

The Company leases retail space in Port Washington, Wisconsin, from SPW, which is owned by the majority shareholder of the Company. The lease expires in December 2023 and is accounted for as an operating lease. The Company has the option to renew the lease for one additional five-year period under substantially the same terms. The lease provides for base monthly payments of \$10,600 beginning in October 2013 and effective January 2015, monthly payments increase by 2% annually. As of February 3, 2019, the base monthly payment was \$11,700. Rental expense was \$0.1 million for fiscal 2018, fiscal 2017 and fiscal 2016.

**DULUTH HOLDINGS INC.**  
**Notes to Consolidated Financial Statements**

Future minimum lease payments under the non-cancellable operating leases are as follows as of February 3, 2019:

Fiscal year	Operating Leases		
	Related party	Other	Total
<i>(in thousands)</i>			
2019	\$ 147	\$ 15,598	\$ 15,745
2020	144	16,013	16,157
2021	147	15,327	15,474
2022	149	15,444	15,593
2023	136	15,648	15,784
Thereafter	—	112,098	112,098
Total future minimum lease payments	\$ 723	\$ 190,128	\$ 190,851

Total rent expense under non-cancellable operating leases was \$8.4 million, \$5.5 million and \$3.5 million for fiscal 2018, fiscal 2017 and fiscal 2016, respectively.

#### 11. RELATED PARTY TRANSACTIONS

The Company leases certain real property from an entity owned by the majority shareholder. See Note 10 “Leases.” As of February 3, 2019, the Company also recognizes a \$0.3 million receivable also due from an entity owned by the majority shareholder.

#### 12. RETIREMENT PLAN

The Company has a contributory 401(k) profit sharing plan (the “Plan”) which covers all employees who have attained age 21 and who have met minimum service requirements. The Company makes quarterly non-discretionary “safe harbor” matching contributions to the Plan equal to 100% of the basic contribution made by each participant on the first 3% of his or her compensation plus 50% of the basic contribution made by each participant on the next 2% of his or her compensation.

The Company is also permitted to make discretionary profit sharing contributions to the Plan. There were no profit sharing contributions for the plan year ended December 31, 2018, 2017 and 2016.

The Company’s total expenses under the Plan were \$1.2 million, \$0.8 million and \$0.6 million for fiscal 2018, fiscal 2017 and fiscal 2016, respectively.

#### 13. COMMITMENTS AND CONTINGENCIES

From time to time, the Company becomes involved in lawsuits and other claims arising from its ordinary course of business. Because of the uncertainties related to the incurrence, amount and range of loss on any pending litigation or claim, management is currently unable to predict the ultimate outcome of any litigation or claim, determine whether a liability has been incurred or make an estimate of the reasonably possible liability that could result from an unfavorable outcome. Management believes, after considering a number of factors and the nature of any outstanding litigation or claims, that the outcome will not have a material effect upon the Company’s results of operations, financial condition or cash flows. However, because of the unpredictable nature of these matters, the Company cannot provide any assurances regarding the outcome of any litigation or claim to which it is a party or the impact on it of an adverse ruling in such matters.

**DULUTH HOLDINGS INC.**  
**Notes to Consolidated Financial Statements**

**14. QUARTERLY FINANCIAL DATA (UNAUDITED)**

	<b>Fiscal 2018</b>							
	<b>First Quarter</b>	<b>% of Net Sales</b>	<b>Second Quarter</b>	<b>% of Net Sales</b>	<b>Third Quarter</b>	<b>% of Net Sales</b>	<b>Fourth Quarter</b>	<b>% of Net Sales</b>
<i>(in thousands, except earnings per share)</i>								
Net sales	\$ 100,207	100.0%	\$ 110,653	100.0%	\$ 106,701	100.0%	\$ 250,541	100.0%
Gross profit	55,940	55.8%	62,240	56.2%	60,971	57.1%	131,251	52.4%
Operating (loss) income	(257)	-0.3%	9,896	8.9%	(2,563)	-2.4%	30,105	12.0%
Net (loss) income attributable to controlling interest	(691)	-0.7%	6,377	5.8%	(3,150)	-3.0%	20,620	8.2%
Basic (loss) earnings per share attributable to controlling interest (Class A and Class B)	(0.02)		0.20		(0.10)		0.64	
Diluted (loss) earnings per share attributable to controlling interest (Class A and Class B)	(0.02)		0.20		(0.10)		0.64	
<b>Fiscal 2017</b>								
	<b>First Quarter</b>	<b>% of Net Sales</b>	<b>Second Quarter</b>	<b>% of Net Sales</b>	<b>Third Quarter</b>	<b>% of Net Sales</b>	<b>Fourth Quarter</b>	<b>% of Net Sales</b>
<i>(in thousands, except earnings per share)</i>								
Net sales	\$ 83,687	100.0%	\$ 86,226	100.0%	\$ 83,729	100.0%	\$ 217,805	100.0%
Gross profit	48,643	58.1%	48,923	56.7%	47,427	56.6%	116,026	53.3%
Operating income (loss)	749	0.9%	7,389	8.6%	(612)	-0.7%	29,546	13.6%
Net income (loss) attributable to controlling interest	355	0.4%	4,284	5.0%	(816)	-1.0%	19,528	9.0%
Basic earnings (loss) per share attributable to controlling interest (Class A and Class B)	0.01		0.13		(0.03)		0.61	
Diluted earnings (loss) per share attributable to controlling interest (Class A and Class B)	0.01		0.13		(0.03)		0.60	

Subsequent to the issuance of the October 28, 2018 interim financial statements, the Company identified an error relating to the implementation of the new order management system that overstated inventory and gross profit within the October 28, 2018 unaudited Condensed Consolidated Balance Sheets and unaudited Condensed Consolidated Statements of Operations, respectively. The error was corrected during the fourth quarter of 2018. The Company has assessed the error and determined it is immaterial to all interim and year-end filings during fiscal 2018.

Additionally, the Company concluded during the fourth quarter of 2018 that it was the primary beneficiary of TRI when the Company took occupancy of the headquarters on October 15, 2018. Therefore, the VIE was consolidated in accordance with ASC 810, *Consolidation*, as of year-end. The Company assessed the impact of consolidating the VIE within the October 28, 2018 unaudited Condensed Consolidated Balance Sheets and determined it is immaterial to the interim financial statements.

**15. RECENT ACCOUNTING PRONOUNCEMENTS**
*Recently Adopted Accounting Pronouncements*
*Revenue from Contracts with Customers*

On January 29, 2018, the Company adopted Accounting Standards Update (“ASU”) No. 2014-09, *Revenue from Contracts with Customers (Topic 606)* (“ASC 606”), which supersedes the revenue recognition requirements in ASC Topic 605, *Revenue Recognition*. ASC 606 requires revenue recognition to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. ASC 606 also requires disclosure of the nature, timing and uncertainty of revenue and cash flows arising from contracts with customers. The Company adopted ASC 606 utilizing the modified retrospective approach, with the cumulative effect of initially applying the new standard recognized in retained earnings. As such, the comparative prior period information has not been restated and continues to be reported under the accounting standards in effect for those periods. The adoption of ASC 606

**DULUTH HOLDINGS INC.**  
**Notes to Consolidated Financial Statements**

had the following effect beginning with the Company's January 29, 2018 financial statements: (1) revenues on direct sales are recognized upon shipment, which is when the customer obtains control of the product and reflects the consideration the Company expects to be entitled to in exchange for the product; (2) catalog costs are expensed upon receipt by customers; and (3) the estimated cost of inventory associated with sales returns reserve is presented within prepaid expense and other current assets rather than netted in product returns reserve within accrued expenses and other current liabilities on the condensed consolidated balance sheets. The adoption of ASC 606 did not have a material impact on the Company's condensed consolidated financial statements.

*Statement of Cash Flows*

On January 29, 2018, the Company adopted ASU No. 2016-08, *Statement of Cash Flows (Topic 230): Restricted Cash* ("ASC 230"), which requires companies to include cash and cash equivalents that have restrictions on withdrawal or use in total cash and cash equivalents on the statement of cash flows. As a result of the adoption of ASC 230, the Company no longer discloses changes in restricted cash on the statement of cash flows and discloses a reconciliation to the total cash and restricted cash balances on the consolidated balance sheets.

*Financial Instruments*

On January 29, 2018, the Company adopted ASU No. 2016-01, *Financial Instruments (Subtopic 825-10)* ("ASC 825-10"), which amends various aspects of the recognition, measurement, presentation, and disclosure for financial instruments. The most significant impact relates to the accounting for equity instruments. The adoption of ASC 825-10 did not have a material impact on the Company's consolidated financial statements.

*Recently Issued Accounting Pronouncements Not Yet Adopted*

*Leases*

In February 2016, the FASB issued Accounting Standards Update No. 2016-02, *Leases (Topic 842)* ("ASU 2016-02"), which requires lessees to recognize most leases on the balance sheets (right-of-use asset and lease liability) but recognize expenses on the income statements in a manner that is similar to the current lease standard. The provisions of ASU 2016-02 are effective for public entities with fiscal years beginning after December 15, 2018, and interim periods within those years, with early adoption permitted. The Company will adopt ASU 2016-02 on February 4, 2019, the first day of the Company's first quarter for the fiscal year ending February 2, 2020, the Company's fiscal year 2019. In July 2018, the FASB issued ASU 2018-11, *Leases (Topic 842): Targeted Improvements*. Prior to ASU 2018-11, a modified retrospective transition was required for financing or operating leases existing at or entered into after the beginning of the earliest comparative period presented in the financial statements. ASU 2018-11 allows entities an additional transition method to the existing requirements whereby an entity could adopt ASU 2016-02 by recognizing a cumulative-effect adjustment to the opening balance of retained earnings in the period of adoption without adjustment to the financial statements for periods prior to adoption. The Company is currently evaluating the adoption methods and has not decided on an adoption method. The Company has identified that new systems, processes and controls are required to adopt ASU 2016-02 and is in the process of implementing a new lease management system to assist in the application of the new standard. The Company is currently evaluating the full effect that adoption of ASU 2016-02 will have on its financial condition, results of operations and disclosures. The Company conducts its retail operations through leased stores and therefore, upon adoption, the Company expects to have an increase in assets and liabilities on its consolidated financial statements, due to recording of right-to-use assets and the corresponding lease liabilities, which is expected to be material.

**16. SUBSEQUENT EVENTS**

Management of the Company evaluated its February 3, 2019 consolidated financial statements for subsequent events through April 19, 2019, the date the financial statements were available to be issued. Management is not aware of any subsequent events which would require recognition or additional disclosure in the financial statements.

**DULUTH HOLDINGS INC.**  
**SCHEDULE II**  
**VALUATION AND QUALIFYING ACCOUNTS**  
**For the Years Ended February 3, 2019, January 28, 2018 and January 29, 2017**  
**(Amounts in thousands)**

	Beginning Balance	Charged to Cost and Expenses	Charged to Other Accounts	Deductions	Ending Balance
<i>Inventory reserve</i>					
Year ended February 3, 2019	\$ 1,866	\$ 554	\$ —	\$ —	\$ 2,420
Year ended January 28, 2018	1,242	624	—	—	1,866
Year ended January 29, 2017	1,404	(162)	—	—	1,242
<i>Product returns reserve</i>					
Year ended February 3, 2019	\$ 1,080	\$ 1,008	\$ —	\$ —	\$ 2,088
Year ended January 28, 2018	1,088	(8)	—	—	1,080
Year ended January 29, 2017	1,244	(156)	—	—	1,088

See accompanying Report of Independent Registered Public Accounting Firm.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

***Evaluation of Disclosure Controls and Procedures***

Section 13a-15(b) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), requires management of an issuer subject to the Exchange Act to evaluate, with the participation of the issuer’s principal executive and principal financial officers, or persons performing similar functions, the effectiveness of the issuer’s disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act), as of the end of each fiscal quarter. The Company carried out an evaluation, under the supervision of and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures at the reasonable assurance level pursuant to Rule 13a-15 of the Exchange Act. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that because of the material weakness in our internal controls over financial reporting described below, our disclosure controls and procedures were not effective as of February 3, 2019.

Management performed additional analysis and other post-closing procedures as of February 3, 2019 to ensure the consolidated financial statements were prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”).

Management has concluded that, notwithstanding the material weakness described below, the Company’s consolidated financial statements in this Form 10-K fairly present, in all material respects, our financial position, results of operations and cash flows as of the date, and for the periods presented, in conformity with U.S. GAAP.

***Management’s Annual Report on Internal Control over Financial Reporting***

Management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f) under the Exchange Act). Management assessed the effectiveness of its internal control over financial reporting as of February 3, 2019. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) in the Internal Control-Integrated Framework (2013), or the COSO Report.

As a result of this assessment, management concluded that, as of the end of the period covered in this report, a material weakness existed in our internal control over financial reporting. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis.

We determined that due to the lack of sufficient resources throughout the year, we did not design and implement effective internal control activities to timely detect and resolve issues resulting from converting to a new order management system, nor did we consistently execute certain account reconciliations and analyses timely during fiscal 2018.

***Management’s Plan for Remediation of the Material Weakness***

Management is committed to the planning and implementation of remediation efforts to address the material weakness, as well as to foster continuous improvement in the Company’s internal controls. In response to the material weakness described above, with the oversight of the Audit Committee of our Board of Directors, we have undertaken, and will continue to undertake, steps to improve our internal control over financial reporting to address and remediate the material weakness. Our primary efforts include to (i) evaluate resources throughout the organization to determine where current resources should be reassigned and where additional resources are needed to consistently and timely execute internal control activities, and (ii) design and implement additional application balancing control procedures to further automate and enhance the reconciliation process. Management believes these measures, when fully implemented and operational, will remediate the control deficiency we have identified and strengthen our internal control over financial reporting.

***Changes in Internal Control Over Financial Reporting***

There was no change in our internal control over financial reporting (as defined in Rules 13a-15(d) and 15d-15(d) under the Exchange Act) that occurred during our fiscal fourth quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

None.

**PART III**

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Information required by this Item concerning our directors, audit committee, and audit committee financial experts, code of ethics and compliance with Section 16(a) of the Exchange Act is incorporated by reference to information under the captions “Proposal One: Election of Directors” and “Section 16(a) Beneficial Ownership Reporting Compliance” in our definitive proxy statement for our 2019 annual meeting of shareholders to be held on May 23, 2019 (the “Proxy Statement”). It is anticipated that our Proxy Statement will be filed with the Securities and Exchange Commission on or about April 19, 2019.

We have adopted a code of business conduct and ethics that applies to our directors, officers and employees, including our principal executive officer, principal financial officer and principal accounting officer. We have posted the code of business conduct and ethics on our website at <http://ir.duluthtrading.com> under the tab “Corporate Governance—Documents & Charters—Code of Business Conduct and Ethics.” We intend to satisfy our disclosure requirements under Item 5.05 of Form 8-K regarding amendments to, or waiver of, any provisions of our code of business conduct and ethics that applies to our principal executive officer, principal financial officer and principal accounting officer and our directors by posting such information to our website.

Our code of business conduct and ethics is available in print for any shareholder who requests it by writing to: Secretary, Duluth Holdings Inc., 201 East Front Street, Mount Horeb, Wisconsin, 53508. We are not including the information available on or through our website as part of, or incorporating such information by reference into, this Annual Report on Form 10-K.

Pursuant to General Instruction G(3), certain information with respect to our executive officers is set forth under the caption “Executive Officers of Duluth Holdings Inc.” as of April 18, 2019 in this Annual Report on Form 10-K.

ITEM 11. EXECUTIVE COMPENSATION

Information required by this Item is incorporated by reference to the sections of the Proxy Statement entitled “Executive Compensation,” “Director Compensation,” and “Compensation Committee Interlocks and Insider Participation.”

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED SHAREHOLDER MATTERS

Information required by this Item is incorporated by reference to the sections of the Proxy Statement entitled “Security Ownership of Certain Beneficial Owners.”

**Equity Compensation Plan Information**

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in first column) <sup>(1)</sup>
Equity compensation plans approved by security holders	—	\$ —	3,987,376
Equity compensation plans not approved by security holders <sup>(2)</sup>	—	—	—
<b>Total</b>	<b>—</b>	<b>\$ —</b>	<b>3,987,376</b>

(1) 2,542,472 shares are available under the Company’s 2015 Equity Incentive Plan and 1,444,904 shares are available under the Company’s Employee Stock Purchase Plan.

(2) All of our existing equity compensation plans have been approved by shareholders.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

Information required by this Item is incorporated by reference to the sections of the Proxy Statement entitled “Certain Relationships and Related Party Transactions” and “Proposal One: Election of Directors.”

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Information required by this Item is incorporated by reference to the section of the Proxy Statement entitled “Audit Committee Report.”

**PART IV**

ITEM 15. EXHIBITS, FINANCIAL STATEMENTS AND SCHEDULE

**Financial Statements and Financial Statement Schedule**

See “Index to Consolidated Financial Statements” in Part II, Item 8 of this Annual Report on Form 10-K. Schedule II is included in Part II, Item 8, all other financial statement schedules have been omitted because they are not required or are not applicable or because the information required in those schedules either is not material or is included in the consolidated financial statements or the accompanying notes.

**Exhibits**

The exhibits listed in the accompanying index to exhibits are filed or incorporated as part of this Annual Report on Form 10-K.

ITEM 16. FORM 10-K SUMMARY

Not applicable.



EXHIBIT INDEX

<u>Exhibit No.</u>	
3.1	<a href="#">Amended and Restated Articles of Incorporation of Duluth Holdings Inc., incorporated by reference to Exhibit 3.1 of Pre-Effective Amendment No. 2 to the Company's Registration Statement on Form S-1 (File No. 333-207300), filed November 9, 2015.</a>
3.2	<a href="#">Amended and Restated Bylaws of Duluth Holdings Inc., incorporated by reference to Exhibit 3.2 of the Pre-Effective Amendment No. 2 to the Company's Registration Statement on Form S-1 (File No. 333-207300), filed November 9, 2015.</a>
10.1+	<a href="#">Employment Agreement between Duluth Holdings Inc. and Stephen L. Schlecht, incorporated by reference to Exhibit 10.1 of the Company's Registration Statement on Form S-1 (File No. 333-207300), filed October 6, 2015.</a>
10.2+	<a href="#">Employment Agreement between Duluth Holdings Inc. and Stephanie Pugliese, incorporated by reference to Exhibit 10.2 of the Company's Registration Statement on Form S-1 (File No. 333-207300), filed October 6, 2015.</a>
10.3+	<a href="#">Employment Agreement between Duluth Holdings Inc. and Al Dittrich, incorporated by reference to Exhibit 10.4 of the Company's Registration Statement on Form S-1 (File No. 333-207300), filed October 6, 2015.</a>
10.4+	<a href="#">Restricted Stock Agreement between Duluth Holdings Inc. and Stephanie Pugliese, dated April 30, 2012, incorporated by reference to Exhibit 10.5 of the Company's Registration Statement on Form S-1 (File No. 333-207300), filed October 6, 2015.</a>
10.5+	<a href="#">Restricted Stock Agreement between Duluth Holdings Inc. and Stephanie Pugliese, dated April 1, 2014, incorporated by reference to Exhibit 10.6 of the Company's Registration Statement on Form S-1 (File No. 333-207300), filed October 6, 2015.</a>
10.6+	<a href="#">Restricted Stock Agreement between Duluth Holdings Inc. and Stephanie Pugliese, dated February 2, 2015, incorporated by reference to Exhibit 10.7 of the Company's Registration Statement on Form S-1 (File No. 333-207300), filed October 6, 2015.</a>
10.7+	<a href="#">Restricted Stock Agreement between Duluth Holdings Inc. and Al Dittrich, dated February 2, 2015, incorporated by reference to Exhibit 10.8 of the Company's Registration Statement on Form S-1 (File No. 333-207300), filed October 6, 2015.</a>
10.8+	<a href="#">Restrictive Covenant Agreement between Duluth Holdings Inc. and Stephanie Pugliese, incorporated by reference to Exhibit 10.9 of the Company's Registration Statement on Form S-1 (File No. 333-207300), filed October 6, 2015.</a>
10.9+	<a href="#">Restrictive Covenant Agreement between Duluth Holdings Inc. and Al Dittrich, incorporated by reference to Exhibit 10.10 of the Company's Registration Statement on Form S-1 (File No. 333-207300), filed October 6, 2015.</a>
10.10+	<a href="#">Summary of Outside Director Compensation Program.*</a>
10.11+	<a href="#">2015 Equity Incentive Plan of Duluth Holdings Inc., incorporated by reference to Exhibit 10.7 of the Company's Quarterly Report on Form 10-Q, filed December 18, 2015.</a>
10.12+	<a href="#">Form of Restricted Stock Agreement for non-employee directors under the 2015 Equity Incentive Plan, incorporated by reference to Exhibit 10.17 of the Company's Registration Statement on Form S-1 (File No. 333-207300), filed October 6, 2015.</a>
10.13	<a href="#">Lease between Schlecht Retail Ventures LLC and Duluth Holdings Inc., dated September 12, 2014 (100 First Street, Mt. Horeb, Wisconsin), incorporated by reference to Exhibit 10.18 of the Company's Registration Statement on Form S-1 (File No. 333-207300), filed October 6, 2015.</a>
10.14	<a href="#">Commercial Lease between Schlecht Retail Ventures LLC and Duluth Holdings Inc., dated February 14, 2010 (100 West Main Street, Mt. Horeb, Wisconsin), incorporated by reference to Exhibit 10.19 of the Company's Registration Statement on Form S-1 (File No. 333-207300), filed October 6, 2015.</a>
10.15	<a href="#">Retail Space Lease between LDC-728 Milwaukee, LLC and Duluth Holdings Inc., dated January 23, 2012 (108 North Franklin Street, Port Washington, Wisconsin), incorporated by reference to Exhibit 10.20 of the Company's Registration Statement on Form S-1 (File No. 333-207300), filed October 6, 2015.</a>

10.16	<a href="#">First Amendment to Retail Lease between LDC-728 Milwaukee, LLC and Duluth Holdings Inc., dated January 23, 2012 (108 North Franklin Street, Port Washington, Wisconsin), incorporated by reference to Exhibit 10.21 of the Company's Registration Statement on Form S-1 (File No. 333-207300), filed October 6, 2015.</a>
10.17	<a href="#">Second Amendment to Retail Lease between Schlecht Port Washington LLC and Duluth Holdings Inc., dated January 23, 2012 (108 North Franklin Street, Port Washington, Wisconsin), incorporated by reference to Exhibit 10.22 of the Company's Registration Statement on Form S-1 (File No. 333-207300), filed October 6, 2015.</a>
10.18	<a href="#">Form of S Corporation Termination, Tax Allocation and Indemnification Agreement among Duluth Holdings Inc. and shareholders of Duluth Holdings Inc., incorporated by reference to Exhibit 10.23 of Pre-Effective Amendment No. 1 to the Company's Registration Statement on Form S-1 (File No. 333-207300), filed October 13, 2015.</a>
10.19+	<a href="#">Annual Incentive Plan, As Amended February 21, 2018.*</a>
10.20+	<a href="#">Form of Restricted Stock Agreement for executives under the 2015 Equity Incentive Plan, incorporated by reference to Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q dated May 1, 2016.</a>
10.21	<a href="#">Second Amended and Restated Loan Agreement, dated October 7, 2016, among BMO Harris Bank N.A. (f/k/a Harris N.A.) and Duluth Holdings Inc., incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K dated October 7, 2016.</a>
10.22	<a href="#">Fifth Amended and Restated Revolving Note, dated October 7, 2016, among BMO Harris Bank N.A. (f/k/a Harris N.A.) and Duluth Holdings Inc. incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K dated October 7, 2016.</a>
10.23	<a href="#">Second Amended and Restated Security Agreement dated October 7, 2016, among BMO Harris Bank N.A. (f/k/a Harris N.A.) and Duluth Holdings Inc. incorporated by reference to Exhibit 10.3 of the Company's Current Report on Form 8-K dated October 7, 2016.</a>
10.24+	<a href="#">Offer Letter Dated July 14, 2017 by and between Dave Loretta and Duluth Holdings Inc., incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K dated July 24, 2017.</a>
10.25+	<a href="#">Form of Restrictive Covenant Agreement, incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K dated July 24, 2017.</a>
10.26	<a href="#">Amended and Restated Loan Agreement, dated October 7, 2016, among BMO Harris Bank N.A. (f/k/a Harris N.A.) and Duluth Holdings Inc., as amended by the First Amendment to the Amended and Restated Loan Agreement dated September 29, 2017, incorporated by reference to Exhibit 10.1 to the Company's current report on Form 8-K dated November 1, 2017.</a>
10.27	<a href="#">Amended and Restated Loan Agreement, dated October 7, 2016, among BMO Harris Bank N.A. (f/k/a Harris N.A.) and Duluth Holdings Inc., as amended by the Second Amendment to the Amended and Restated Loan Agreement dated November 1, 2017, incorporated by reference to Exhibit 10.2 to the Company's current report on Form 8-K dated November 1, 2017.</a>
10.28	<a href="#">Credit Agreement, dated as of May 17, 2018, among Duluth Holdings Inc., as the borrower, BMO Harris Bank N.A., as Administrative Agent, Swingline Lender and L/C Issuer, the Other Lenders Party Thereto, and BMO Capital Markets Corp., as Sole Lead Arranger and Sole Book Runner, incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K dated May 17, 2018.</a>
10.29	<a href="#">General Security Agreement, dated of May 17, 2018, by and between Duluth Holdings Inc. and BMO Harris Bank N.A., incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K dated May 17, 2018.</a>
10.30+	<a href="#">Form of First Amendment dated October 15, 2018 to Employment Agreement between Duluth Holdings Inc. and Al Dittrich dated August 5, 2015, incorporated by reference to Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q filed December 7, 2018.</a>
23.1	<a href="#">Consent of Independent Registered Public Accounting Firm.*</a>
24.1	<a href="#">Power of Attorney*</a>
31.1	<a href="#">Certification of Chief Executive Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities and Exchange Act, as amended.*</a>
31.2	<a href="#">Certification of Chief Financial Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities and Exchange Act of 1934, as amended.*</a>

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32.1	<a href="#">Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*</a>
32.2	<a href="#">Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*</a>
101.INS	XBRL Instance Document**
101.SCH	XBRL Taxonomy Extension Schema Document**
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document**
101.DEF	XBRL Taxonomy Extension Definition Document**
101.LAB	XBRL Taxonomy Extension Label Linkbase Document**
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document**

+ Indicates a management contract or compensation plan or arrangement

\* Filed herewith

\*\* In accordance with Regulation S-T, the XBRL-related information in Exhibit 101 to this Annual Report on Form 10-K shall be deemed to be “furnished” and not “filed.”

## Summary of Outside Director Compensation Program

### Annual Retainers

Director	\$40,000	Paid quarterly at beginning of quarter
Chair of Audit Committee	+\$15,000	Paid quarterly
Chair of Compensation Committee	+\$10,000	Paid quarterly
Chair of Nominating and Governance Committee	+\$7,500	Paid quarterly
Non-chair Audit Committee member	+\$7,800	Paid quarterly
Non-chair Compensation committee member	+\$5,000	Paid quarterly
Non-chair Nominating and Governance member	+\$5,000	Paid quarterly

Note: All travel expenses paid based on voucher.

**STOCK COMPENSATION:** \$57,000/year; each grant subject to one year vesting; stock compensation granted in May of year.

Note: For subsequent new Board members who join Board mid-year, cash and stock compensation is pro-rated.

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**ANNUAL INCENTIVE PLAN**  
**OF**  
**DULUTH HOLDINGS INC.**  
**As Amended February 21, 2018**

**PURPOSE**

The Board of Directors of Duluth Holdings Inc. adopted this Plan on October 6, 2015. The Plan is intended to establish a correlation between the annual incentives awarded to the Participants and the financial performance of the Company or one of its divisions or subsidiaries. The Participants will receive an Incentive Award if the Performance Goals, as fixed by the Committee pursuant to the terms of the Plan, are met. The Plan will be applicable to the fiscal year of Duluth Holdings Inc. beginning on February 1, 2016 and subsequent fiscal years unless and until terminated by the Committee.

**DEFINITIONS**

As used in the Plan, the following terms have the meanings indicated:

“Board” means the Board of Directors of the Company.

“Code” means the Internal Revenue Code of 1986, as amended.

“Committee” means the Compensation Committee of the Board of Directors or a subcommittee thereof.

“Company” means Duluth Holdings Inc., a Wisconsin corporation.

“Employee” means an individual who is an employee of the Company or a Subsidiary.

“Exchange Act” shall mean the Securities Exchange Act of 1934, as amended.

“Incentive Award” means an award opportunity granted to a Participant under this Plan enabling the Participant to earn cash compensation from the Company for the applicable Performance Year.

“Participant” means any Employee to whom an Incentive Award has been granted under the Plan.

“Performance Goal” means the goals identified by the Committee to measure one or more business or other criteria, which may include any of the following criteria and which, where applicable (i) may be set on a pre-tax or after-tax basis, (ii) may include or exclude the impact of changes in currency exchange rates, (iii) may be applied on an absolute or relative basis, (iv) may be valued on a growth or fixed basis, and (v) may be applied on a Company-wide, business segment, or individual basis, all as specified at the time of grant:

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net income;  
revenue;  
earnings per share;  
return on investment;  
return on invested capital;  
return on equity;  
return on assets or net assets;  
shareholder returns (either including or excluding dividends) over a specified period of time;  
financial return ratios;  
cash flow (including, but not limited to, operating cash flow, free cash flow, cash flow return on equity, and cash flow return on investment);  
amount of expense;  
economic profit;  
gross profit;  
gross profit margin percentage;  
operating profit;  
operating profit margin percentage;  
amount of indebtedness;  
debt ratios;  
earnings before bonus, interest, taxes, depreciation or amortization (or any combination thereof);  
Share value;  
return on capital employed;  
return on average capital employed;  
strategic business criteria, consisting of one or more objectives based on achieving specified revenue, market penetration, or geographic business expansion goals, or cost targets, or goals relating to acquisitions or divestitures, or any combination of the foregoing;  
customer satisfaction;  
productivity ratios;  
new product invention or innovation;  
attainment of research and development milestones; or  
such other subjective or objective performance measures, including individual goals deemed appropriate by the Committee.

The above Performance Goals may be determined with or without regard to unusual or infrequent items, including, without limitation: changes in accounting principles or the application thereof; unusual or infrequent gains; gains or losses on the sale of assets; currency fluctuations, acquisitions, divestitures, or necessary financing activities; recapitalizations, including stock splits and dividends; expenses for restructuring activities; and other non-operating items, as specified by the Committee upon the grant of an Incentive Award.

“Performance Year” means the Company’s fiscal year. The initial Performance Year begins February 1, 2016.

“Plan” means this Annual Incentive Plan.

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“Salary” means, except as otherwise provided by the Committee, base salary earned for each Performance Year determined in accordance with principles employed for reporting salary to the shareholders of the Company in the Company’s annual proxy statement.

“Subsidiary” shall mean any entity in which the Company owns, directly or indirectly, more than 50% of the voting interests entitled to vote in the election of directors, or any comparable governing body if the entity does not have directors.

## **PARTICIPATION**

Participation in the Plan shall be limited to the Company’s executive officers. Participation in the Plan in one Performance Year does not guarantee participation in a subsequent Performance Year. A person who becomes a Participant after the commencement of a Performance Year shall be eligible to receive a pro rata Incentive Award pursuant to Section 4, based on the number of full months remaining in the Performance Year after he or she becomes a Participant, or based on such other applicable method established by the Committee at the time such person is designated as a Participant.

## **DETERMINATION OF INCENTIVE AWARDS**

During the first ninety (90) days of each Performance Year, the Committee may establish one or more Performance Goals applicable to a Participant to earn an Incentive Award for such Performance Year as it deems appropriate. The Performance Goals may vary from Performance Year to Performance Year. For each Performance Goal, the Committee shall establish a threshold goal for achievement (the minimum level at which an Incentive Award shall be payable), a target goal for achievement (based on the expected achievements by the Company and the Participant), and a maximum goal for achievement (based on outstanding achievement). At the time the Performance Goals are established by the Committee, the Committee may determine whether the Performance Goals may be determined with or without regard to (i) changes in accounting; (ii) unusual or nonrecurring items, including, without limitation, the impact of acquisitions or divestitures, as specified by the Committee; or (iii) changes in income tax rates. Notwithstanding the foregoing, the Committee in its discretion may modify the Performance Goals and targets for a Performance Year after the first ninety (90) days of a Performance Year have elapsed.

During the first ninety (90) days of each Performance Year, the Committee may establish a target Incentive Award for each Participant which may entitle the Participant to earn an amount equal to a percentage of the Participant’s Salary in effect at the time the opportunity is established, assuming the target Performance Goal(s) established by the Committee are met. The target award opportunities for Participants may vary from Performance Year to Performance Year. In addition, the Committee shall establish threshold and maximum award opportunities resulting in payments under the Annual Incentive Award in the event the threshold or outstanding Performance goal(s) established by the Committee are met.

Except as otherwise determined by the Committee at the time the award opportunities are established, achievement of a Performance Goal between the threshold goal and the target goal will result in a payout that is linearly interpolated between the threshold and target opportunities and achievement of a Performance goal between the target goal and the maximum goal will result in a payout that is linearly interpolated between the target and maximum opportunities.

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Before any Incentive Award may be paid for a Performance Year, the Committee shall certify that the Performance Goals and other requirements of the Plan have been satisfied for the Performance Year. No payments shall be made unless and until the Committee makes this certification.

Even if the Performance Goals applicable to a Participant have been met, (i) no Incentive Award to such Participant with respect to a Performance Year shall exceed \$5,000,000, and (ii) the Committee expressly reserves, in its discretion, the right to adjust any Incentive Award otherwise determined under the Plan to reflect any extraordinary items or such other factors as it may deem relevant if it determines it is in the best interests of the Company to do so.

#### **PAYMENT OF INCENTIVE AWARDS**

If the Committee has made the certification required pursuant to Section 4(d), subject to Section 4(e), Incentive Awards shall be payable as soon as practicable following such certification, but no later than the end of the calendar year during which such Performance Year has ended.

Except as otherwise set forth in a written agreement between the Company and a Participant or as determined by the Committee, a Participant shall receive no Incentive Award for a year if the Participant's employment with the Company terminates prior to the last day of the Performance Year for any reason. A Participant shall not forfeit an Incentive Award if the Participant's employment terminates after the end of the applicable Performance Year, but prior to the distribution of the Incentive Award for such year.

The Company may deduct from any payments made to a Participant under the Plan any federal, state, local or other taxes or charges, if any, which the Company determines it is from time to time required to withhold under applicable law. The Company shall have the right to rely upon an opinion of legal counsel or its accountants as to the amount to be so deducted.

#### **ADMINISTRATION**

The Plan shall be administered by the Committee. The Committee may adopt rules and regulations for carrying out the Plan, and the Committee may take such actions as it deems appropriate to ensure that the Plan is administered in the best interests of the Company. The Committee has the authority to construe and interpret the Plan, resolve any ambiguities, and make determinations with respect to the eligibility for or amount of any Incentive Award. The interpretation, construction and administration of the Plan by the Committee shall be final, binding and conclusive for all purposes and upon all persons including, without limitation, the Company, any successor to the Company, Participants, and any person claiming an interest through a Participant. The Committee may consult with counsel, who may be counsel to the Company, and shall not incur any liability for any action taken in good faith in reliance upon the advice of counsel.

#### **RIGHTS**

Participation in the Plan and the right to receive Incentive Awards under the Plan shall not give a Participant any proprietary interest in the Company or any of its assets. A Participant shall for all purposes be a general creditor of the Company. The interests of a Participant cannot be assigned, anticipated, sold, encumbered or pledged and shall not be subject to the claims of his or her creditors.

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Nothing in the Plan shall confer upon any Participant the right to continue in the employ of the Company, or shall interfere with or restrict in any way the right of the Company to discharge a Participant at any time for any reason whatsoever, with or without cause.

## **SUCCESSORS**

The Plan shall be binding on the Participants and their personal representatives. If the Company becomes a party to any merger, consolidation, reorganization or other corporate transaction, the Plan shall remain in full force and effect as an obligation of the Company or its successor in interest unless and until terminated by the Company or its successor in interest in accordance with this Plan.

## **AMENDMENT AND TERMINATION**

The Committee may amend or terminate the Plan at any time as it deems appropriate.

## **GOVERNING LAW**

This Plan and all Incentive Awards and actions taken thereunder shall be governed by, and construed in accordance with, the laws of the State of Wisconsin, applied without regard to the laws of any other jurisdiction that otherwise would govern under conflict of law principles.

## **CLAWBACK POLICY**

All Incentive Awards granted under the Plan are subject to forfeiture, recovery by the Company or other action pursuant to any clawback or recoupment policy which the Company may adopt from time to time, including without limitation any such policy required to be adopted under the Dodd-Frank Wall Street Reform and Consumer Protection Act and implementing rules and regulations thereunder, or other applicable law. No forfeiture or recovery of Incentive Awards granted under the Plan or any other action taken under any clawback or recoupment policy will be an event giving rise to a right to resign for "good reason" or "constructive termination" (or similar term) under any agreement between a Participant and the Company.

## **HEADINGS**

The headings of Sections of the Plan are for convenience of reference only and shall not control or affect the meaning or construction of any of its provisions.

## **USE OF WORDS**

Wherever the context so requires, words in the singular include the plural.

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## CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our report dated April 19, 2019 with respect to the consolidated financial statements included in the Annual Report of Duluth Holdings, Inc. on Form 10-K for the year ended February 3, 2019. We consent to the incorporation by reference of said report in the Registration Statements of Duluth Holdings Inc. on Form S-8 (File No. 333-230064, File No. 333-225364, File No. 333-223217, File No. 333-209540, File No. 333-208185, and File No. 333-216128).

/S/ GRANT THORNTON LLP

Chicago, Illinois

April 19, 2019

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**POWER OF ATTORNEY FOR ANNUAL REPORT ON FORM 10-K**

Each of the undersigned directors of Duluth Holdings Inc. (the "Corporation") hereby designates and appoints Stephen Schlecht, Stephanie Pugliese and David Loretta, and each of them, the undersigned's true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, 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 Corporation the Corporation's Annual Report on Form 10-K for the year ended February 3, 2019, 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 for Annual Report on Form 10-K, on one or more counterparts, as of the 28<sup>th</sup> day of February, 2019.

/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/ Brenda I. Morris

Brenda I. Morris

/s/ David C. Finch

David C. Finch

/s/ Scott K. Williams

Scott K. Williams

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## CERTIFICATIONS

I, Stephanie L. Pugliese, Chief Executive Officer, certify that:

1. I have reviewed this Annual Report on Form 10-K of Duluth Holdings Inc. (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)), for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: April 19, 2019

/s/ Stephanie L. Pugliese

**Stephanie L. Pugliese**  
**Chief Executive Officer**

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## CERTIFICATIONS

I, David Loretta, Chief Financial Officer, certify that:

1. I have reviewed this Annual Report on Form 10-K of Duluth Holdings Inc. (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)), for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: April 19, 2019

/s/ David Loretta

**David Loretta**  
**Chief Financial Officer**

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**CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report on Form 10-K of Duluth Holdings Inc. (the "Company") for the fiscal year ended February 3, 2019 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Stephanie L. Pugliese, as Chief Executive Officer of the Company, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"); and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

**/s/ Stephanie L. Pugliese**

Name: **Stephanie L. Pugliese**  
Title: **Chief Executive Officer**  
Date: **April 19, 2019**

This certification accompanies the Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liability under that section. This certification shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended or the Exchange Act, except to the extent that the Company specifically incorporates it by reference.

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**CERTIFICATION OF THE CHIEF FINANCIAL OFFICER PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report on Form 10-K of Duluth Holdings Inc. (the "Company") for the fiscal year ended February 3, 2019 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, David Loretta, as Chief Financial Officer of the Company, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"); and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ David Loretta

Name: **David Loretta**  
Title: **Chief Financial Officer**  
Date: **April 19, 2019**

This certification accompanies the Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liability under that section. This certification shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended or the Exchange Act, except to the extent that the Company specifically incorporates it by reference.

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