FORM 4

Check this box if no longer subject

to Section 16. Form 4 or Form 5 obligations may continue. See

Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Machinatan	D C	20540	
Nashington,	D.C.	20049	

STATEMENT	OF CHANGES IN	BENEFICIAL	OWNERSHIP

OMB APPROVAL 3235-0287 Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* MURPHY MICHAEL JOHN			2. Issuer Name and Ticker or Trading Symbol DULUTH HOLDINGS INC. [DLTH]								k all app Direc	licable) tor	ng Pe	rson(s) to Is	vner				
(Last)	(Fir	,	/liddle)		3. Date of Earliest Transaction (Month/Day/Year) 04/04/2024						X	belov	er (give title v) /P, CAO a	and T	Other (s below) reasury	specify			
(Street)				4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)						Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person					·			
MOUNT HOREB	W	5	3572										Form filed by More than One Rep Person				Ü		
(City)	(Sta	ate) (Z	Zip)		Rule 10b5-1(c) Transaction Indication														
						Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.													
		Table	I - Nor	n-Deriva	tive S	Secu	rities	Acq	uired,	Dis	oosed of	, or B	enefi	cially	/ Own	ed			
1. Title of Security (Instr. 3) 2. Transac Date (Month/Da			Execution Date		Date,	Transaction Disposed Code (Instr. 5)		Disposed (ties Acquired (A I Of (D) (Instr. 3,		S, 4 and Secu Bene Own		mount of curities neficially ned Following		n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership			
								Code	v	Amount	mount (A) or (D)		ce	Report Transa (Instr. 3	ed ction(s) 3 and 4)			(Instr. 4)	
Class B Common Stock 04/04				04/04/	/2024			F		562(1)	562 ⁽¹⁾ D		64.9	52,453			D		
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	if any	med on Date, Day/Year)	Transaction Code (Instr. 8) 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		rative rities pired r osed)	Expiration Date (Month/Day/Year) Sect Und Deri			7. Title Amou Secur Under Deriva Secur 3 and	nt of ities lying ative ity (Inst	De Se (In:	Price of rivative curity str. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	у	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisa	able	Expiration Date	Title	Amour or Number of Shares	er					

Explanation of Responses:

1. Represents shares used to satisfy tax withholding obligation upon vesting of restricted stock.

Dennis F. Connolly, as POA 04/08/2024

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.