# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

#### FORM 8-K

## CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (date of earliest event reported): July 13, 2020

### **DULUTH HOLDINGS INC.**

(Exact name of registrant as specified in its charter)

Wisconsin001-3764139-1564801(State or other jurisdiction of incorporation)(Commission File Number)(IRS Employer Identification No.)

201 East Front Street

Mount Horeb, Wisconsin 53572

(Address of principal executive offices, including zip code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

ш	written communications	pursuant to Rule 425	under the Securities Ad	Ct (1/ CFR 230.425)	

<sup>□</sup> Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR

Securities registered pursuant to Section 12(b) of the Act:

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

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

### Emerging growth company ⊠

240.13e-4(c))

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.  $\boxtimes$ 

#### Item 5.07. Submission of Matters to a Vote of Security Holders.

On July 13, 2020, Duluth Holdings Inc. (the "Company") reconvened its annual meeting of shareholders, which was originally scheduled to be held on May 21, 2020 (the "Annual Meeting").

At the Annual Meeting, our shareholders voted on proposals to: (1) elect the seven individuals nominated by the Board of Directors of the Company to serve as directors until the 2021 Annual Meeting of Shareholders, and (2) ratify the selection of Grant Thornton LLP as the independent registered public accounting firm for the Company for the year ending January 31, 2021. The final voting results on these proposals are as follows:

#### (1) Election of the below-named nominees to the Board of Directors of the Company:

Nominee	Class of Common Stock	Number of Votes FOR	Withhold Authority	Broker Non- Votes
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Stephen L. Schlecht	Class A	33,642,000	0	0
	Class B	19,920,377	2,320,107	4,775,323
E. David Coolidge III	Class A	33,642,000	0	0
	Class B	21,874,118	366,366	4,775,323
Francesca M. Edwardson	Class A	33,642,000	0	0
	Class B	22,067,658	172,826	4,775,323
David C. Finch	Class A	33,642,000	0	0
	Class B	21,863,100	377,384	4,775,323
Thomas G. Folliard	Class A	33,642,000	0	0
	Class B	22,071,414	169,070	4,775,323
Brenda I. Morris	Class A	33,642,000	0	0
	Class B	22,071,832	168,652	4,775,323
Scott K. Williams	Class A	33,642,000	0	0
	Class B	22,073,256	167,228	4,775,323

## (2) Ratification of the selection of Grant Thornton LLP as the independent registered public accounting firm for the Company for the year ending January 31, 2021:

Class of Common	Number of Votes	Number of Votes	
Stock	FOR	Against	Withheld/Abstentions
Class A	33,642,000	0	0
Class B	26,898,657	87,423	29,727

## **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DULUTH HOLDINGS INC.

Dated: July 13, 2020 By: /s/ David Loretta

David Loretta Senior Vice President and Chief Financial Officer