

**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): May 27, 2021

**DULUTH HOLDINGS INC.**  
(Exact name of registrant as specified in its charter)

<u>Wisconsin</u> (State or other jurisdiction of incorporation)	<u>001-37641</u> (Commission File Number)	<u>39-1564801</u> (IRS Employer Identification No.)
-----------------------------------------------------------------------	-------------------------------------------------	-----------------------------------------------------------

201 East Front Street  
Mount Horeb, Wisconsin 53572

(Address of principal executive offices, including zip  
code)

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

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

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

---

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

Emerging growth company

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

---

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

As previously disclosed, on May 27, 2021, following the annual meeting of shareholders (the “Annual Meeting”) of Duluth Holdings Inc. (the “Company”), Stephen L. Schlecht resigned as Executive Chairman of the Company and was appointed as the non-executive Chairman of the Company’s Board of Directors (the “Board”).

In addition, Samuel M. Sato, the Company’s President and Chief Executive Officer, was appointed as a member of the Board. In connection with his duties as a director, Mr. Sato will receive no additional compensation in addition to his compensation as President and Chief Executive Officer of the Company. There were no arrangements or understandings between Mr. Sato and any other person pursuant to which he was selected as a director. Since January 29, 2018, there have been no transactions, and there are no currently proposed transactions, to which the Company was or is a participant and in which Mr. Sato had or is to have a direct or indirect material interest that would require disclosure pursuant to Item 404(a) of Regulation S-K. Mr. Sato will also not serve as a member of any committees of the Board.

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

At the Annual Meeting, the Company’s shareholders voted on the proposal to elect the seven individuals nominated by the Board of Directors of the Company to serve as directors until the 2022 Annual Meeting of Shareholders. As previously disclosed, the Company withdrew the proposal to ratify the selection of Grant Thornton LLP as the independent registered public accounting firm for the Company for the year ending January 30, 2022. As also disclosed previously, the Audit Committee, based on management’s recommendation, approved the selection of KPMG LLP as the Company’s new independent registered public accounting firm.

The final voting results on the proposal is as follows:

**Election of the below-named nominees to the Board of Directors of the Company:**

<u>Nominee</u>	<u>Class of Common Stock</u>	<u>Number of Votes FOR</u>	<u>Withhold Authority</u>	<u>Broker Non-Votes</u>
Stephen L. Schlecht	<b>Class A</b>	33,642,000	0	0
	<b>Class B</b>	19,238,289	4,300,308	3,073,828
Francesca M. Edwardson	<b>Class A</b>	33,642,000	0	0
	<b>Class B</b>	23,484,396	54,201	3,073,828
David C. Finch	<b>Class A</b>	33,642,000	0	0
	<b>Class B</b>	22,599,054	939,543	3,073,828
Thomas G. Folliard	<b>Class A</b>	33,642,000	0	0
	<b>Class B</b>	23,478,246	60,351	3,073,828
Brenda I. Morris	<b>Class A</b>	33,642,000	0	0
	<b>Class B</b>	23,478,929	59,668	3,073,828
Brett L. Paschke	<b>Class A</b>	33,642,000	0	0
	<b>Class B</b>	23,449,334	89,263	3,073,828
Scott K. Williams	<b>Class A</b>	33,642,000	0	0
	<b>Class B</b>	23,482,898	55,699	3,073,828

---

**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: May 28, 2021

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