

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): **March 21, 2018**

**DULUTH HOLDINGS INC.**

(Exact name of registrant as specified in its charter)

Wisconsin  
(State or other jurisdiction  
of incorporation)

001-37641  
(Commission  
File Number)

39-1564801  
(IRS Employer  
Identification No.)

170 Countryside Drive  
Belleville, Wisconsin 53508  
(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))

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 **X**

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. **X**

**Item 7.01 Regulation FD Disclosure**

On March 21, 2018, Duluth Holdings Inc. issued an Investor Presentation. A copy of the Investor Presentation is attached as Exhibit 99.1, and is incorporated by reference herein.

The information reported in this Form 8-K, including the exhibit, is not deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liabilities of that section. Further, the information reported in this Form 8-K, including the exhibit, shall not be deemed to be incorporated by reference into the filings of the registrant under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filings.

**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
<a href="#">99.1</a>	Investor Presentation dated March 21, 2018

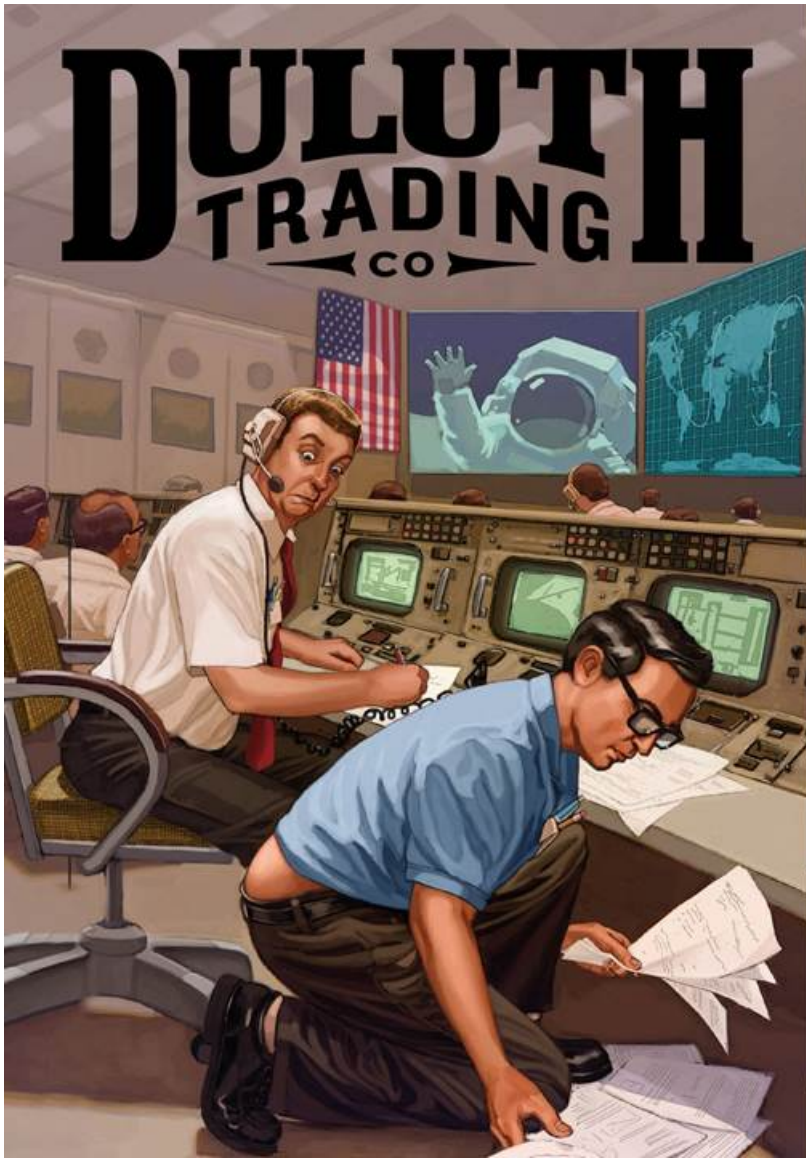
**SIGNATURES**

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: March 21, 2018

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

A yellow textured background with a black horizontal band. The text "Investor Presentation" and "4Q 2017" is centered in the black band. Below the black band, there is an illustration of several papers scattered on a surface.

**Investor Presentation**  
4Q 2017

March 21, 2018

# Disclaimer

## Forward-Looking Statements

This presentation dated March 21, 2018 includes "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical facts included in this presentation, including statements concerning Duluth Holdings Inc.'s (dba Duluth Trading Company) ("Duluth Trading" or the "Company") plans, objectives, goals, beliefs, business strategies, future events, business conditions, its results of operations, financial position and its business outlook, business trends and certain other information herein are forward-looking statements, including its ability to execute on its growth strategies. You can identify forward-looking statements by the use of words such as "may," "might," "will," "should," "expect," "plan," "anticipate," "could," "believe," "estimate," "project," "target," "predict," "intend," "future," "budget," "goals," "potential," "continue," "design," "objective," "would" and other similar expressions. The forward-looking statements are not historical facts, and are based upon Duluth Trading's current expectations, beliefs, estimates, and projections, and various assumptions, many of which, by their nature, are inherently uncertain and beyond Duluth Trading's control. Duluth Trading's expectations, beliefs and projections are expressed in good faith, and Duluth Trading believes there is a reasonable basis for them. However, there can be no assurance that management's expectations, beliefs, estimates, and projections will be achieved and actual results may vary materially from what is expressed in or indicated by the forward-looking statements. Forward-looking statements are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in the forward-looking statements, including, among others, the risks, uncertainties, and factors set forth under Part 1, Item 1A "Risk Factors" in Duluth Trading's Annual Report on Form 10-K filed with the SEC on March 21, 2018, and other factors as may be periodically described in Duluth Trading's subsequent filings with the SEC. Forward-looking statements speak only as of the date the statements are made. Duluth Trading assumes no obligation to update forward-looking statements to reflect actual results, subsequent events or circumstances or other changes affecting forward-looking information except to the extent required by applicable securities laws.

## Non-GAAP Measurements

Management believes that non-GAAP financial measures may be useful in certain instances to provide additional meaningful comparisons between current results and results in prior operating periods. Within this presentation, reference is made to adjusted earnings before interest, taxes, depreciation and amortization (EBITDA). See Appendix Table "Reconciliation to Adjusted EBITDA," for a reconciliation of net income to EBITDA and EBITDA to Adjusted EBITDA. Adjusted EBITDA is a metric used by management and frequently used by the financial community, which provides insight into an organization's operating trends and facilitates comparisons between peer companies, since interest, taxes, depreciation and amortization can differ greatly between organizations as a result of differing capital structures and tax strategies. Adjusted EBITDA excludes certain items, such as stock-based compensation. The Company provides this information to investors to assist in comparisons of past, present and future operating results and to assist in highlighting the results of on-going operations. While the Company's management believes that non-GAAP measurements are useful supplemental information, such adjusted results are not intended to replace the Company's GAAP financial results and should be read in conjunction with those GAAP results.



March 21, 2018

2



March 21, 2018

**ONE TOUGH**  
SON OF A...



**FIRE HOSE<sup>®</sup>**  
WORK PANTS

**Introduction to Duluth Trading**

# The Modern, Self-Reliant American Lifestyle

*Men and women who are hands-on, value a job well done and are often outdoors for work and hobbies*



**DULUTH**  
TRADING  
CO.

March 21, 2018

4

March 21, 2018

# Solution-Based Design

**"There are a whole lotta legs, torsos, feet and crotches out there counting on us"**

## Buck Naked™ Underwear

## Crouch Gusset® Pants

## DuluthFlex® Fire Hose® Pants

Problem



Soggy and restrictive underwear



Restrictive pants in sensitive areas



Pants that constrict movement

Solution



Fast-drying, odor-fighting underwear – "no pinch, no stink, no sweat"



Additional fabric lets our customers "crouch without the ouch"



DuluthFlex® – Crouch, Climb, Conquer Comfortably





# Humorous and Distinctive Marketing

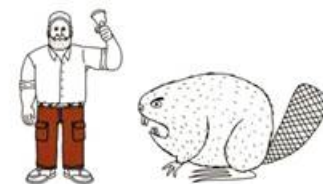
*Gives our products an identity and enhances our brand*

- Makes shopping for our products fun with attention-grabbing advertisements that are humorous, irreverent and quirky
- National advertising campaigns feature characters such as our Giant Angry Beaver, Buck Naked™ Guy and Grab-Happy Grizzly
- Storytelling differentiates our products, creates emotional ties with our customers and adds authenticity to our brand and products
- Women's ads feature our women of "grit and substance"



## Tony the Diver

- Example of our authentic storytelling
- Tony wears our Fire Hose® work pants over his wetsuit for added protection while working on marine construction



**DULUTH**  
TRADING  
CO.

March 21, 2018

6

# Outstanding and Engaging Customer Experience

*Treating our customers like next-door neighbors creates loyalty and drives repeat purchases*

- Seamless, consistent omnichannel brand experience that makes shopping fun and hassle-free
- Content-rich, user-friendly website designed to provide an enjoyable, informative and efficient shopping experience
- Stores create an inviting and engaging experience with knowledgeable sales associates and hospitality areas
- Demonstrated pride in the heritage of our stores' regions
- Committed to outstanding customer service backed by our unconditional "No Bull Guarantee" and friendly staff



## Trading Tales

*"From the first pair of pants I ordered I knew this was a great company. I have only been extremely satisfied with your products. Recently ordered a huge amount of clothing for my company and the staff was nothing but exceptional. Thanks Duluth."*

**DULUTH**  
TRADING  
CO.

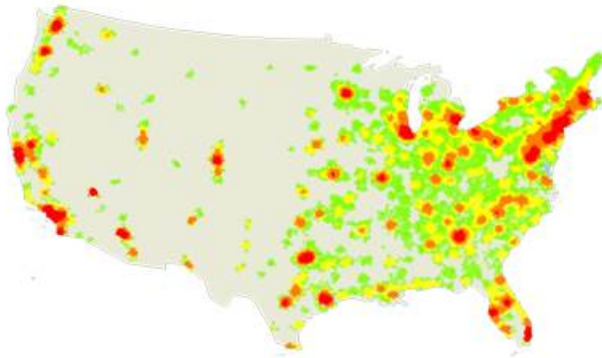
March 21, 2018

7

March 21, 2018

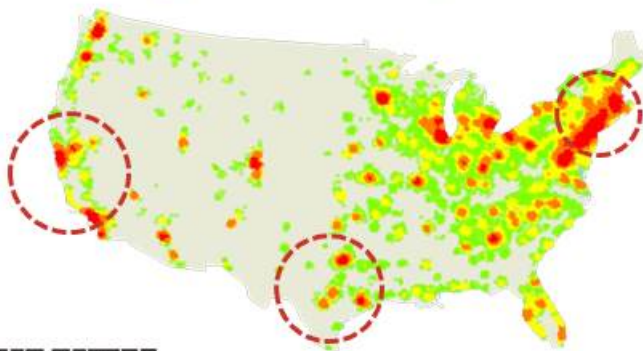
# Nationwide Customer Presence

## U.S. Population



- ✓ Nationwide customer base aligned geographically with U.S. population
- ✓ Unique ability to know where our customers are through our direct sales channel

## Duluth Trading Direct Customers (FY 2017 Net Sales)



### Top Three Markets

- #1** New York
- #2** California
- #3** Texas



Source: Internal Company Research.

March 21, 2018

# Omnichannel Presence with Distribution Control

## Direct Segment

71% of 4Q 2017 Net Sales; 9% YoY Growth

### e-Commerce (88%)



### Catalog (12%)



## Key Benefits

- ✓ Present our brand in a consistent manner
- ✓ Implement controlled pricing strategy
- ✓ Own the relationship with our customers
- ✓ Capture the full margin of our products
- ✓ Reduce logistics complexities and costs

## Retail Segment

29% of 4Q 2017 Net Sales; 99% YoY Growth



**32** retail stores<sup>(1)</sup>



(1) As of March 20, 2018. Includes three outlet stores.

March 21, 2018

**UNWET**  
YOUR PANTS



WITH  
**DRY ON THE FLY**<sup>®</sup>  
PANTS & SHORT

**Growth Strategy**

# Growth Strategies

1

Build Brand Awareness to Continue Customer Acquisition

2

Accelerate Retail Expansion

3

Grow Women's Business

4

Broaden Assortment in Select Men's Product Categories



**DULUTH**  
TRADING  
CO.

March 21, 2018

11

March 21, 2018

# Build Brand Awareness to Continue Customer Acquisition

## TV Advertising

- Broadcast and cable networks
- Reaches a large national audience
- Features both animated characters and female models
- Increases brand visibility with on-air presence
- New 15-second ads in 2017

## Digital Advertising

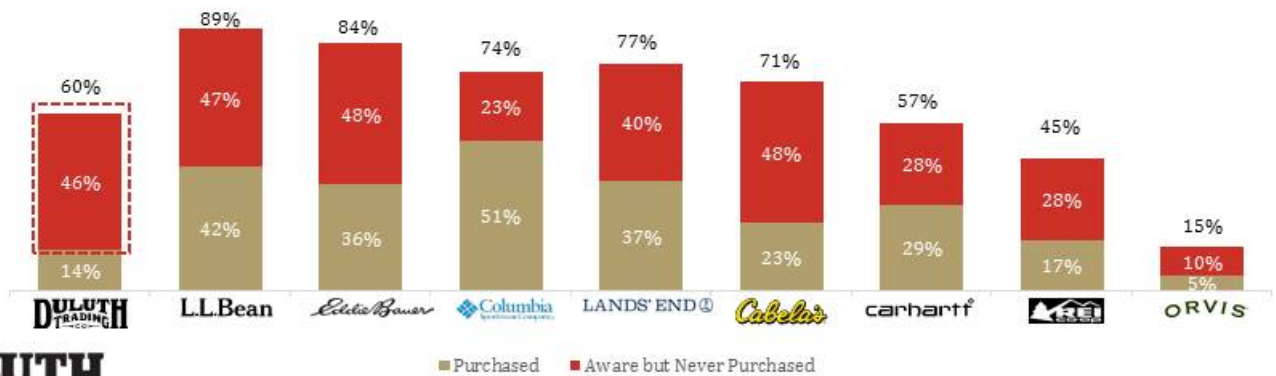
- Google paid search and banner ads
- Extends TV advertising to digital channels
- Organic and sponsored posts in social media channels
- Introduce new products and offer promotions through targeted emails
- Efficient way to drive high percentage of new customers

## Catalogs

- Tangible vehicle for authentic and humorous storytelling
- Drives visits to the website and retail stores
- In 2016, distributed over 55 million catalogs
- In 2017, distributed over 58 million catalogs

Aided Brand Awareness<sup>(1)</sup>

46% of respondents were aware of the Duluth Trading brand but have never purchased our product



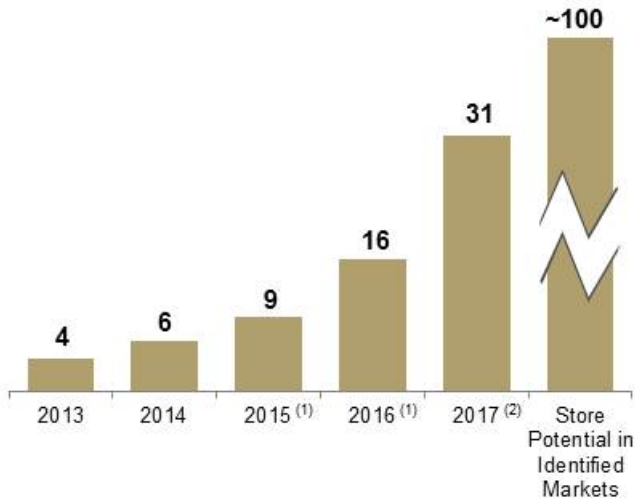
(1) Source: City Research Solutions, LLC as of December 2017

March 21, 2018

# Accelerate Retail Expansion

Significant white space opportunity to grow our U.S. retail presence

## Retail Store Footprint



(1) Includes two outlet stores.  
(2) Includes three outlet stores.

- Existing stores profitable in both metropolitan and rural locations across multiple markets
- Identified markets with ~100 locations that have attractive customer and population density metrics
- High concentration of existing Duluth Trading customers and potential customers that fit our brand demographics
- Utilize current customer data from direct segment to help identify new geographies and store locations

### Average New Store Assumptions

- 10,000 to 12,000 selling square feet
- Average payback of less than two years
- \$2.0 million in capital expenditures
- \$0.5 million in pre-opening expenses
- \$0.6 million starting inventory
- Anticipate opening 15 stores in 2018

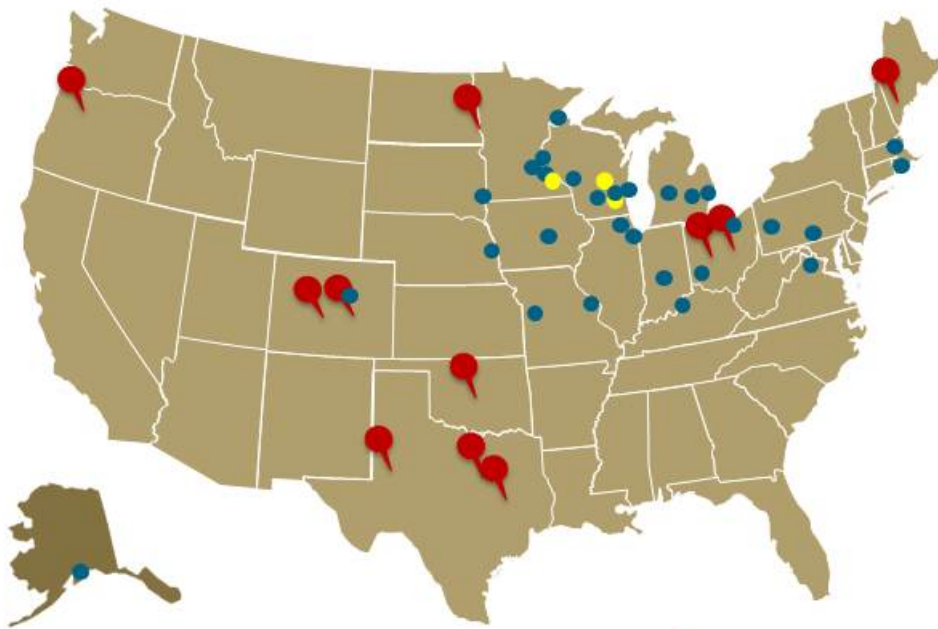
March 21, 2018

13

March 21, 2018



# Announced Store Openings



● Full Line  
● Outlet

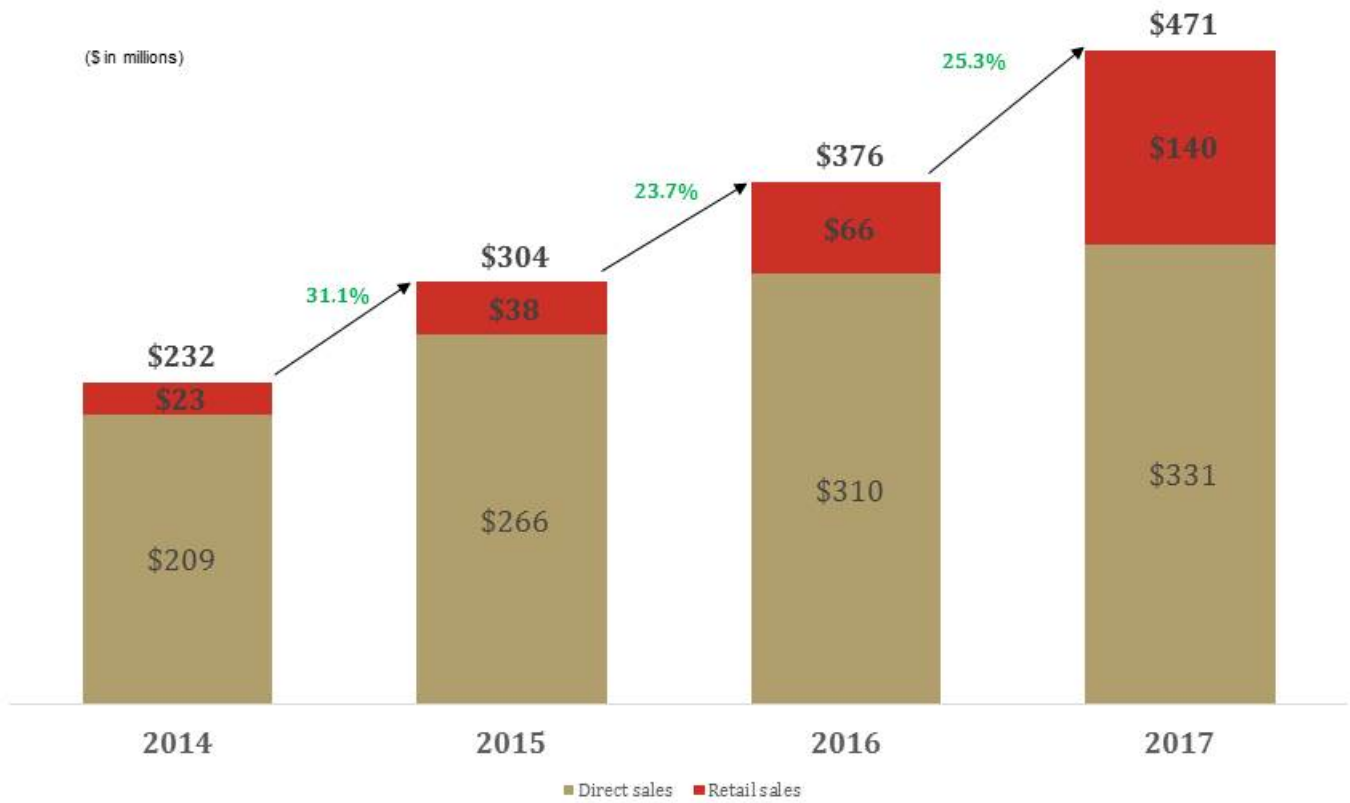
- West Fargo, ND (Q1 FY18)
- Portland, OR (Q1 FY18)
- Colorado Springs, CO (Q2 FY18)
- Lubbock, TX (Q2 FY18)
- Denton, TX (Q2 FY18)
- Columbus, OH (Q2 FY18)
- Arlington, TX (Q2 FY18)
- Oklahoma City, OK (Q3 FY18)
- South Portland, ME (Q3 FY18)
- Canton, OH (Q3 FY18)
- Golden, CO (Q3 FY18)



March 21, 2018

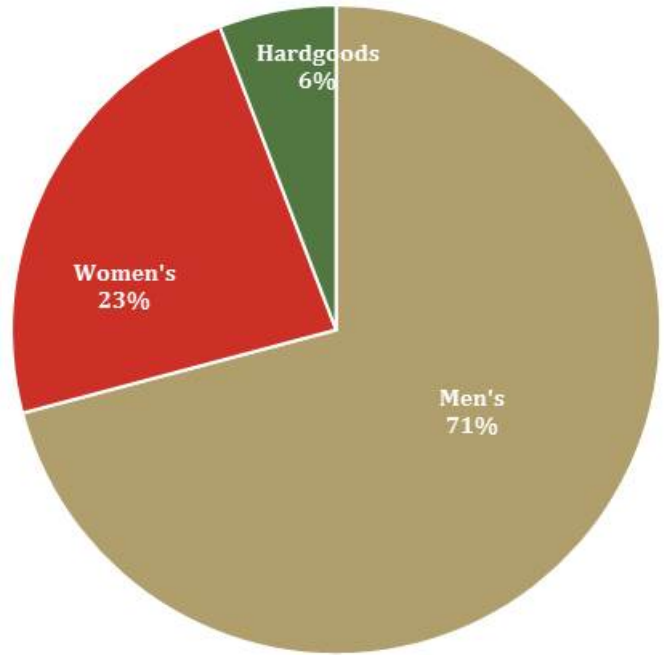
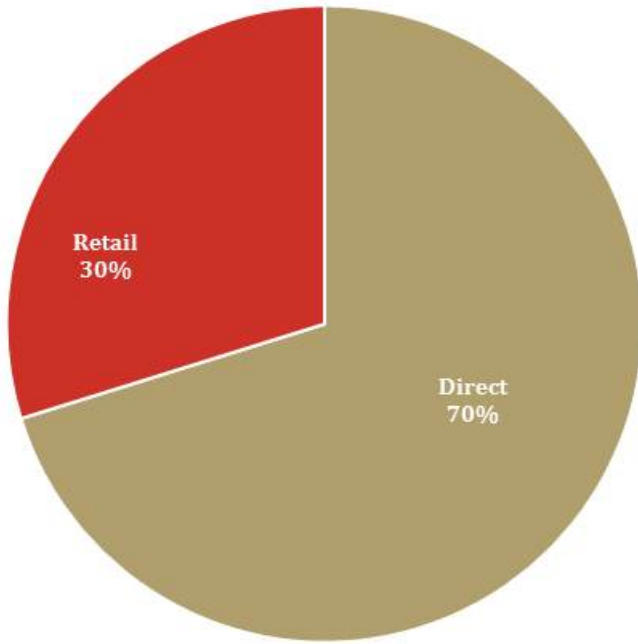
# Sustainable Top-line Growth

Direct, retail and total net sales



March 21, 2018

# 2017 Sales by Segment and Division



March 21, 2018

# Grow Women's Business

*Expand offering to appeal to a wider range of women and lifestyle needs*



- Net sales increased 37% in 2017 to \$110 million
- 40% CAGR from 2013-2017
- Continue to grow through customer acquisition and new product offerings
- Multi-category buyers (men's and women's business) spend on average 2X more than a single category buyer
- Continue to leverage all media channels and increase marketing spend as a percentage of total
- Introduce Plus Sizes in Fall 2018

**DULUTH**  
TRADING  
CO.

March 21, 2018

17

March 21, 2018

# Broaden Assortments in Select Men's Categories

*Broaden assortment in categories that exhibit high potential with our Modern, Self-Reliant American Lifestyle*



- Net sales increased 22% in 2017 to \$334 million
- Extend core products through color, fabric and size
- Increase penetration in spring and transitional product (rain, mid-weight jackets, etc.)
- Continue to introduce products that expand occasions for wear
- Expand Duluth-Built Business Wear



**DULUTH**  
TRADING  
CO.

March 21, 2018

18

**HANDLE**



THE  
**SUITS**

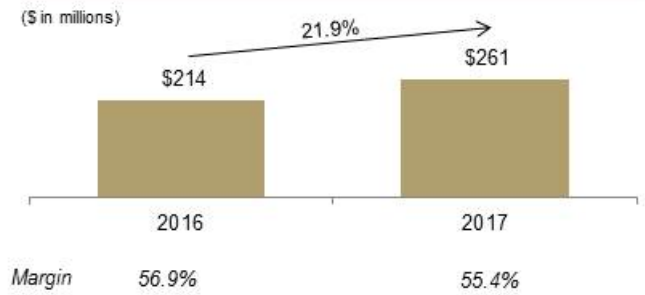
**Financial Review**

# Year Ended January 28, 2018

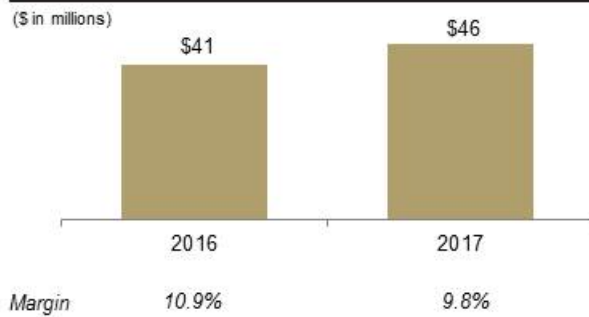
## Net Sales



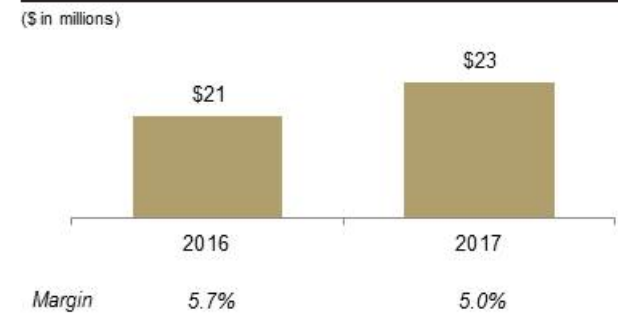
## Gross Profit



## Adjusted EBITDA<sup>(1)</sup>



## Net Income<sup>(2)</sup>

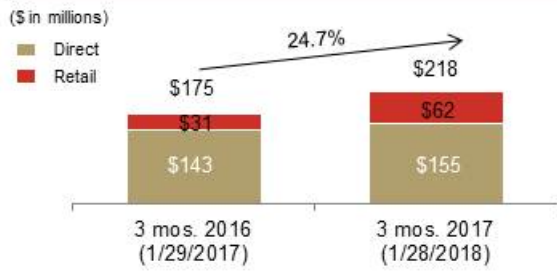


(1) Adjusted to reflect the add-back of stock compensation expense.  
 (2) Excludes net income attributable to noncontrolling interest.

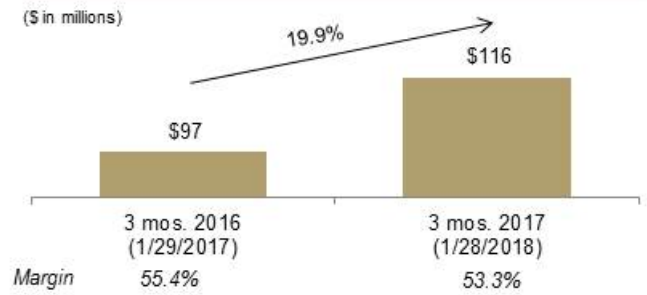
March 21, 2018

# Three Months Ended January 28, 2018

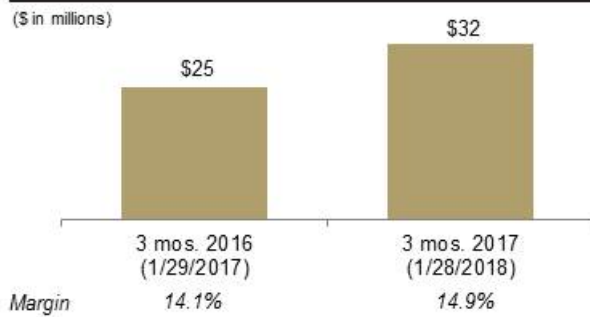
## Net Sales



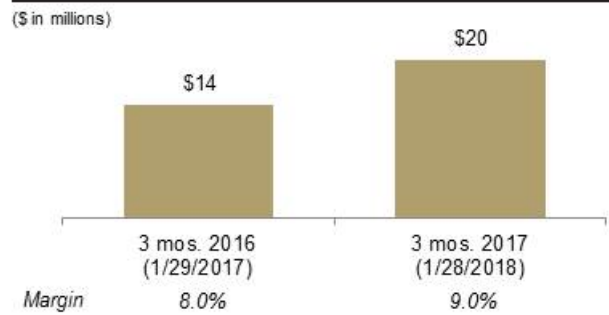
## Gross Profit



## Adjusted EBITDA<sup>(1)</sup>



## Net Income<sup>(2)</sup>



(1) Adjusted to reflect the add-back of stock compensation expense.  
 (2) Excludes net income attributable to noncontrolling interest.

March 21, 2018



# Strong Balance Sheet and Liquidity

(\$ in millions)	As of <b>28-Jan-18</b>
Cash	\$ 2.9
Debt:	
Term Loan	1.5
Line of Credit	0.0
<b>Total Debt</b>	<b>1.5</b>
 Total Shareholders' Equity	 139.3
<b>Total Capitalization</b>	<b>\$ 140.8</b>
 Debt to capital ratio	 1.1%

## Commentary

- \$2.9 million of cash with \$1.5 million of debt outstanding<sup>(1)</sup>
- Zero debt outstanding excluding Noncontrolling interest
- No borrowings on the \$60.0 million revolving credit line
- Fiscal 2018 expected capital expenditures, net of proceeds from finance lease obligations, of \$45.0 to \$55.0 million<sup>(2)</sup>



- (1) As of January 28, 2018, \$1.5 million debt includes noncontrolling interest which is consolidated as a variable interest entity
- (2) Fiscal 2018 capital expenditures primarily include the Company's plan to open 15 retail stores, investments in technology and infrastructure improvements.

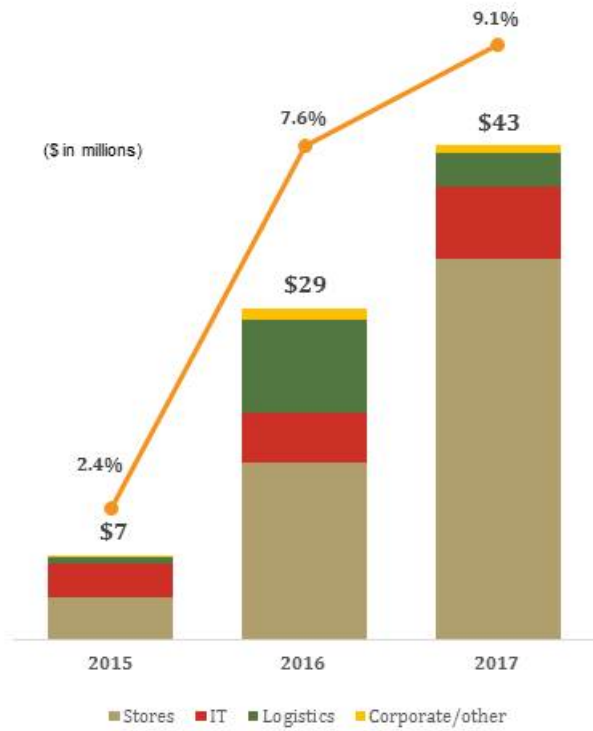
March 21, 2018

22

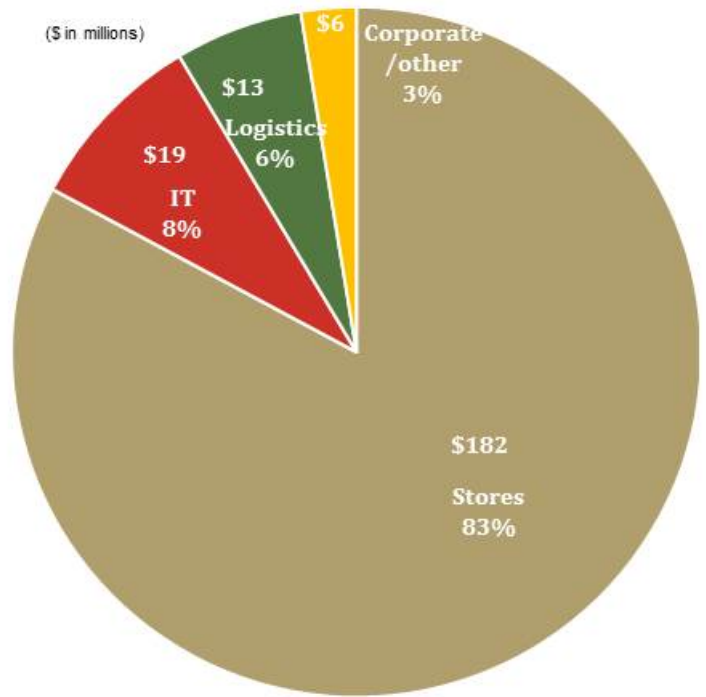
March 21, 2018

# Capital Investments

Net Capital Expenditures % of Net Sales



5-Year capital plan of \$220M from 2018 – 2022E, with net capital expenditures % of net sales ranging from 4% - 9%





**AN OVERALL**  
IMPROVEMENT

FOR  
**DOWN-AND-DIRTY**  
WORK

Appendix

# Overview of Tax Reform Impact

Key Tax Reform Provisions	Duluth Trading Company	Estimated Impact on Duluth Trading Company
<b>Federal tax rate from 35% to 21%.</b>	Substantially all sales are domestic and subject to federal tax rate + state and/or local income tax of ~5%.	Long term blended tax rate (federal + state/local) will be significantly reduced. FY16 tax rate = 39% (with ~4% state/local tax). FY17 blended tax rate = 38% FY18 estimated blended tax rate = 26%
<b>Deferred taxes will be revalued based on new tax rates.</b>	The Company had a net deferred tax liability at the time of change, which was revalued using new tax rates.	Impact of new tax rate on deferred tax liability resulted in a one time non-cash tax benefit of ~\$1.5 million in Q4 FY17.
<b>Interest expense deduction limited to net interest expense up to 30% of adjusted taxable income.</b>	FY17 interest expense of \$0.4 million was less than 30% of adjusted taxable income.	All interest expense expected to continue to be deducted. No change.
<b>Increased year one CAPEX tax deduction.</b>	Estimated FY17 CAPEX additions of \$30 million.	Year one tax deduction for qualifying CAPEX purchases in Q4 FY17 and beyond is expected to increase from 50% to 100%. Additional year one tax deduction of ~\$0.3 million estimated for FY17.
<b>Expansion of Section 162(m) deduction.</b>	Expands 162 (m) to additional individuals. Eliminates performance-based compensation exceptions.	Not estimated to have a significant impact.



March 21, 2018

# FY 2018 Guidance

	2017 Actual	2018 Guidance	Assumptions
Net Sales	\$471.4M	\$555M to \$575M	Direct mid-single digit growth; Retail \$215M-\$225M
Adjusted EBITDA	\$46.4M	\$51M to \$54M	10% to 16% YOY Growth
EPS	\$0.72	\$0.79 to \$0.84	26% tax rate and 32.4 million shares o/s
CAPEX	\$42.8M	\$45M to \$55M	15 new store openings in FY 2018



March 21, 2018

# Reconciliation to Adjusted EBITDA

(\$ in millions)	3 months ended		Fiscal Year ended	
	January 28,		January 28,	
	2018	2017	2018	2017
<b>Net Income</b>	<b>\$ 19.6</b>	<b>\$ 14.0</b>	<b>\$ 23.6</b>	<b>\$ 21.5</b>
(+) Depreciation & Amortization	2.2	1.5	7.3	4.7
(+) Interest Expense, net	0.8	0.1	2.0	0.2
(+) Income Tax Expense	9.4	8.8	11.9	13.5
<b>EBITDA</b>	<b>\$ 32.0</b>	<b>\$ 24.4</b>	<b>\$ 44.8</b>	<b>\$ 39.9</b>
<i>Adjustments</i>				
(+) Non-Cash Stock Based Compensation Expense	0.4	0.3	1.6	1.2
<b>Adjusted EBITDA</b>	<b>\$ 32.4</b>	<b>\$ 24.7</b>	<b>\$ 46.4</b>	<b>\$ 41.2</b>

(\$ in millions)	Fiscal Year ended	
	February 3, 2019	
	Low	High
<i>Forecasted</i>		
<b>Net Income</b>	<b>\$ 26.0</b>	<b>\$ 27.5</b>
(+) Depreciation & Amortization	10.6	11.0
(+) Interest Expense, net	4.0	4.5
(+) Income Tax Expense	9.0	10.0
<b>EBITDA</b>	<b>\$ 49.6</b>	<b>\$ 52.5</b>
<i>Adjustments</i>		
(+) Non-Cash Stock Based Compensation Expense	1.5	1.5
<b>Adjusted EBITDA</b>	<b>\$ 51.0</b>	<b>\$ 54.0</b>



Note: Fiscal 2016 financials presented are Fiscal Quarter and Fiscal Year ended January 29, 2017

March 21, 2018

27

March 21, 2018