# 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 19, 2020

# **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.)

201 East Front Street Mount Horeb, Wisconsin 53572

(Address of principal executive offices, including zip code)

## (608) 424-1544

(Registrant's telephone number, including area code)

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 (*see* General Instruction A.2. below):

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 129b) 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  $\square$ 

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 2.02 Results of Operations and Financial Condition.

The following information, including Exhibit 99.1 hereto, referenced in this Item 2.02, is being furnished pursuant to this Item 2.02 and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

On March 19, 2020, Duluth Holdings Inc. (the "Company" or "Duluth Trading") issued a press release (the "Earnings Press Release") discussing, among other things, its financial results for its fiscal fourth quarter and fiscal year ended February 2, 2020. A copy of the Earnings Press Release is furnished as Exhibit 99.1 to this report.

## **Forward Looking Information**

Certain matters discussed in this Current Report on Form 8-K and other oral and written statements by representatives of the Company including, but not limited to, the Company's ability to meet its fiscal 2019 expectations (including its ability to increase net sales, adjusted EBITDA, and diluted EPS) and its ability to execute on its growth strategies and its long-term growth targets, are forwardlooking statements within the meaning of the Private Securities Litigation Reform Act of 1995. 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 result or 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 "Risk Factors" in the Company's Annual Report on Form 10-K filed with the SEC on April 19, 2019, and other factors as may be periodically described in Duluth Tradina'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.

# Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are being furnished with this Current Report on Form 8-K.

Exhibit No.	Description
99.1	Earnings Press Release, dated March 19, 2020

# 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.

Date: March 19, 2020

By: /s/ David Loretta

Name: David Loretta Title: Senior Vice President and Chief Financial Officer

# EXHIBIT INDEX

<u>Exhibit No.</u> 99.1 Description Earnings Press Release, dated March 19, 2020



# **Duluth Holdings Inc. Announces Fourth Quarter and Fiscal 2019 Financial Results**

MOUNT HOREB, WI - March 19, 2020 - Duluth Holdings Inc. (dba, Duluth Trading Company) ("Duluth Trading" or the "Company") (NASDAQ: DLTH), a lifestyle brand of men's and women's casual wear, workwear and accessories, today announced its financial results for the fiscal fourth quarter and fiscal year ended February 2, 2020.

## Highlights for the Fourth Quarter Ended February 2, 2020 (13 weeks compared to 14 weeks last year)

- Net sales increased 3.6% to \$259.6 million compared to \$250.5 million in the prior-year fourth quarter, which included \$7.7 million of net sales from the 14<sup>th</sup> week Gross margin increased to 52.8% compared to 52.4% in the prior-year fourth quarter
- Operating income increased 10.1% to \$33.1 million, or 12.8% of net sales, compared to \$30.1 million, or 12.0% of net sales in the prior-year fourth quarter
- Net income was \$24.4 million, or \$0.75 per diluted share, compared to \$20.6 million, or \$0.64 per diluted share in the prior-year fourth quarter
- Adjusted EBITDĂ<sup>1</sup> increased 13.7% to \$39.9 million compared to \$35.1 million in the prior-year fourth quarter
- The Company opened three new retail stores in Bloomington, MN; Franklin, TN and Knoxville, TN, totaling approximately 29,000 gross square feet
- 40<sup>th</sup> consecutive quarter of increased net sales year-over-year

<sup>1</sup>See Reconciliation of net income to EBITDA and EBITDA to Adjusted EBITDA in the accompanying financial tables.

## Highlights for the Fiscal Year Ended February 2, 2020 (52 weeks compared to 53 weeks last year)

- Net sales increased 8.4% to \$615.6 million compared to \$568.1 million in the prior year, which included \$7.7 million of net sales from the 53<sup>rd</sup> week
- Gross margin decreased to 53.3% compared to 54.6% in the prior year
- Operating income decreased to \$28.1 million, or 4.6% of net sales, compared to \$37.2 million, or 6.5% of net sales in the prior year
- Net income was \$18.9 million, or \$0.58 per diluted share, compared to \$23.2 million, or \$0.72 per diluted share in the prior year
- Adjusted EBITDÅ<sup>1</sup> was flat compared to the prior year at \$51.9 million
- The Company opened 15 retail stores, totaling approximately 215,000 gross square feet, and ended the year with a total of 61 stores

<sup>1</sup>See Reconciliation of net income to EBITDA and EBITDA to Adjusted EBITDA in the accompanying financial tables.

### **Management Commentary**

"We entered the fourth quarter well prepared to serve our customers during the peak holiday season, yet like many retailers, significant headwinds of a shortened holiday shopping season and unseasonably warm weather limited our fourth quarter potential. Net sales grew 7% on a comparable 13-week basis and due to our intense focus on managing expenses, reported operating margin improved 80 basis points year-over-year," said Stephen L. Schlecht, Founder and Chief Executive Officer of Duluth Trading.

# Operating Results for the Fourth Quarter Ended February 2, 2020 (13 weeks compared to 14 weeks last year)

Net sales increased 3.6% to \$259.6 million, compared to \$250.5 million in the same period a year ago. The increase was driven by a 11.6% growth in retail net sales, partially offset by a 0.6% decline in direct net sales. The inclusion of the 53<sup>rd</sup> week in fiscal 2018 amounted to an additional \$7.7 million of net sales. The increase in retail net sales was attributed to the opening of 15 new retail stores during fiscal 2019, partially offset by a decline in existing store sales. Direct net sales growth in established markets with a store continued to outpace markets without a store.

Women's business net sales increased 9.2% driven by fall and winter gear and the expansion of the women's plus line. Men's business net sales increased 2.1% driven by new products and growth in Alaskan Hardgear, partially offset by lower outerwear sales due to unseasonably warm weather in many parts of the country.

Gross profit increased 4.4% to \$137.1 million, or 52.8% of net sales, compared to \$131.2 million, or 52.4% of net sales, in the corresponding prior-year period. The increase in gross margin rate was primarily due to leverage gained from higher retail sales, partially offset by global promotions and clearance activity throughout the quarter.

Selling, general and administrative expenses increased 2.7% to \$103.9 million, compared to \$101.1 million in the same period a year ago. As a percentage of net sales, selling, general and administrative expenses decreased to 40.0%, compared to 40.4% in the corresponding prior-year period.

The increase in selling, general and administrative expenses was primarily due to increased occupancy, equipment and personnel costs to support the growth in the number of retail stores and increased demand during the peak season. The leverage gained was primarily driven by net sales growth and further benefited from reduced catalog spend, improved shipping rates and efficiencies gained at our distribution centers and call center. Contributing to these efficiencies was the ability to leverage the new distribution center in Dubuque, IA allowing the Company to lessen its reliance on more costly third-party logistics companies during the peak season. The Company also benefited from further omnichannel momentum with 10.7% of direct orders fulfilled and shipped directly from a retail store.

### **Balance Sheet and Liquidity**

The Company ended the quarter with a cash balance of approximately \$0.5 million, with net working capital of \$83.4 million, \$20.0 million outstanding on its \$50.0 million term loan, \$19.3 million outstanding on its \$80.0 million line of credit and \$30.8 million in fiscal 2019 of capital expenditures.

## **Fiscal 2020 Outlook**

Given the unpredictability of the effects of the coronavirus on, among other things, consumer behavior, store traffic, store closings, production capabilities, timing of deliveries, our people, economic activity and the market generally in the coming weeks and months, the Company is unable to provide specific earnings guidance at this time.

In response to expected impacts to sales plans, the Company is focusing on managing expense and capital spending levels by reducing new store openings; deferring certain technology and infrastructure projects; adjusting inventory receipt plans, and evaluating its bank line of credit to confirm access to the maximum capacity and commitment available.

The table below recaps the Company's fiscal 2019 stores and signed new store leases along with the opening timeframe.

FISCAL 2019 S	STORES	EXECUTED LEASES as of March 19, 2020					
	<u>Gross</u>			Gross			
<u>Location</u>	Square Footage	<b>Location</b>	Timing	<u>Square Footage</u>			
Friendswood, TX	16,026	Short Pump, VA	Opened March 5, 2020	16,828			
Katy, TX	16,000	Springfield, OR	Q3 Fiscal 2020	20,388			
Wichita, KS	15,385	Orland Park, IL	Q3 Fiscal 2020	10,000			
Spokane Valley, WA	15,656	Florence, KY	Q3 Fiscal 2020	11,441			
Jacksonville, FL	14,557	Roseville, CA	Fiscal 2021	15,000			
Rogers, AR	15,656	Cherry Hill, NJ	Fiscal 2021	11,441			
Danbury, CT	9,792						
Madison, AL	15,656						
Kennesaw, GA	20,041						
Round Rock, TX	15,536						
Hoover, AL	15,656						
Sandy, UT	15,602						
Bloomington, MN	1,663						
Franklin, TN	11,940						
Knoxville, TN	15,385						
		2					

## **Conference Call Information**

A conference call and audio webcast with analysts and investors will be held on Thursday, March 19, 2020 at 9:30 am Eastern Time, to discuss the results and answer questions.

- · Live conference call: 844-875-6915 (domestic) or 412-317-6711 (international)
- Conference call replay available through April 2, 2020: 877-344-7529 (domestic) or 412-317-0088 (international)
- Replay access code: 10139930
- Live and archived webcast: ir.duluthtrading.com

Investors can pre-register for the earnings conference call to expedite their entry into the call and avoid waiting for a live operator. To pre-register for the call, please visit http://dpregister.com/10139930 and enter your contact information. You will then be issued a personalized phone number and pin to dial into the live conference call. Investors can pre-register any time prior to the start of the conference call.

## **About Duluth Trading**

Duluth Trading is a rapidly growing lifestyle brand for the Modern, Self-Reliant American. Based in Mount Horeb, Wisconsin, we offer high quality, solution-based casual wear, workwear and accessories for men and women who lead a hands-on lifestyle and who value a job well-done. We provide our customers an engaging and entertaining experience. Our marketing incorporates humor and storytelling that conveys the uniqueness of our products in a distinctive, fun way, and our products are sold exclusively through our content-rich website, catalogs, and "store like no other" retail locations. We are committed to outstanding customer service backed by our "No Bull Guarantee" - if it's not right, we'll fix it. Visit our website at http://www.duluthtrading.com/

### **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 release, including the tables attached hereto, reference is made to adjusted earnings before interest, taxes, depreciation and amortization (EBITDA). See attached Table "Reconciliation of Net Income to EBITDA and EBITDA to Adjusted EBITDA," for a reconciliation of net income to EBITDA and EBITDA for the three months and fiscal year ended February 2, 2020, versus the three months and fiscal year ended February 3, 2019. Adjusted EBITDA is a metric used by management and frequently used by the financial community, which provides insight into an organization can differ greatly between organizations as a result of differing capital structures and tax strategies. Adjusted EBITDA excludes certain items that are unusual in nature or not comparable from period to period. 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.

<sup>4</sup> 

### **Forward-Looking Statements**

This press release 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 press release, including statements concerning Duluth Trading's 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. 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," "forecasted," "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 the Company's Annual Report on Form 10-K filed with the SEC on April 19, 2019, 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.

## **Investor Contacts:**

Donni Case (310) 622-8224 Margaret Boyce (310) 622-8247 Financial Profiles, Inc. Duluth@finprofiles.com

> ### (Tables Follow)

#### DULUTH HOLDINGS INC. Condensed Consolidated Balance Sheets (Unaudited) (Amounts in thousands)

	Fet	oruary 2, 2020	February 3, 2019		
ASSETS					
Current Assets:					
Cash	\$	538	\$	731	
Receivables		3,121		4,639	
Inventory, net		147,849		97,685	
Prepaid expenses & other current assets		9,503		12,640	
Prepaid catalog costs		1,181		2,503	
Total current assets		162,192		118,198	
Property and equipment, net		137,071		167,109	
Operating lease right-of-use assets		120,431		—	
Finance lease right-of-use assets, net		46,677		—	
Restricted cash		51		2,354	
Available-for-sale security		6,432		6,295	
Other assets, net		1,196		1,349	
Total assets	\$	474,050	\$	295,305	
LIABILITIES AND SHAREHOLDERS' EQUITY					
Current liabilities:					
Trade accounts payable	\$	33,053	\$	25,363	
Accrued expenses and other current liabilities		29,464		26,530	
Income tax payable		3,427		218	
Current portion of operating lease liabilities		10,674		_	
Current portion of finance lease liabilities		1,600			
Current maturities of long-term debt <sup>1</sup>		557		500	
Total current liabilities		78,775		52,611	
Operating lease liabilities, less current maturities		106,120		_	
Finance lease liabilities, less current maturities		37,434		_	
Long-term debt, less current maturities <sup>2</sup>		67,110		44,825	
Deferred tax liabilities		8,505		9,722	
Finance lease obligations under build-to-suit leases		_		23,034	
Deferred rent obligations, less current maturities		_		5,003	
Total liabilities		297,944		135,195	
Treasury stock		(407)		(92)	
Capital stock		90,902		89,849	
Retained earnings		87,589		70,592	
Accumulated other comprehensive loss		188			
Total shareholders' equity of Duluth Holdings Inc.		178,272		160,349	
Noncontrolling interest		(2,166)		(239)	
Total shareholders' equity		176,106		160,110	
Total liabilities and shareholders' equity	\$	474,050	\$	295,305	
<sup>1</sup> Depresents debt of the variable interact entity TPI Heldings $IIC$ that is consolidated in accorde			lidet		

<sup>1</sup>Represents debt of the variable interest entity, TRI Holdings, LLC, that is consolidated in accordance with ASC 810, *Consolidation*. Duluth Trading Company is not the guarantor nor the obligor of this debt. <sup>2</sup>Includes \$27.8 million of TRI Holdings, LLC long-term debt.

### DULUTH HOLDING INC. Consolidated Statements of Operations (Unaudited) (Amounts in thousands, except per share figures)

	Three Months Ended			Fiscal Year Ended			
			February 3, 2019		ruary 2, 2020	February 3, 2	
Net sales	\$	259,649	\$ 250,541	\$	615,624	\$ 568,	102
Cost of goods sold (excluding depreciation and							
amortization)		122,587	119,290		287,475	257,	
Gross profit		137,062	131,251		328,149	310,	
Selling, general and administrative expenses		103,913	101,146		300,041	273,	221
Operating income		33,149	30,105		28,108	37,	181
Interest expense		1,340	2,311		4,471	5,	949
Other income, net		37	215		291		383
Income before income taxes		31,846	28,009		23,928	31,	615
Income tax expense		7,638	7,537		5,429	8,	450
Net income		24,208	20,472		18,499	23,	165
Less: Net (loss) income attributable							
to noncontrolling interest		(167)	(148)		(422)		9
Net income attributable to controlling interest	\$	24,375	\$ 20,620	\$	18,921	\$ 23,	156
Basic earnings per share (Class A and Class B):							
Weighted average shares of							
common stock outstanding		32,336	32,130		32,309	32,	086
Net income per share attributable							
to controlling interest	\$	0.75	\$ 0.64	\$	0.59	\$ (	).72
Diluted earnings per share (Class A and Class B):							
Weighted average shares and							
equivalents outstanding		32,336	32,344		32,371	32,	317
Net income per share attributable							
to controlling interest	\$	0.75	\$ 0.64	\$	0.58	\$ (	).72

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

	Fiscal Year Ended						
		February 2, 2020	February 3, 2019				
Cash flows from operating activities:		<i>u t</i>					
Net income	\$	18,499	\$ 23,165				
Adjustments to reconcile net income to net cash provided							
by operating activities:							
Depreciation and amortization		22,083	12,594				
Stock-based compensation		647	1,668				
Deferred income taxes		(1,151)	7,999				
Loss on disposal of property and equipment		_	162				
Changes in operating assets and liabilities:							
Receivables		1,518	(4,329)				
Inventory		(50,164)	(11,013)				
Prepaid expense & other current assets		5,429	(5,618)				
Prepaid catalog costs		1,322	(3,261)				
Trade accounts payable		7,564	10,282				
Income taxes payable		3,209	(7,562)				
Accrued expenses and deferred rent obligations		(2,260)	7,008				
Net cash provided by operating activities		6,696	31,095				
Cash flows from investing activities:		-,					
Purchases of property and equipment		(24,435)	(53,036)				
Capital contributions towards build-to-suit stores		(6,354)	_				
Principal receipts from available-for-sale security		117	28				
Change in other assets		(15)	(438)				
Consolidation of TRI Holdings, LLC		_	217				
Deconsolidation of Schlecht Retail Ventures LLC		_	(506)				
Net cash used in investing activities		(30,687)	(53,735)				
Cash flows from financing activities:							
Proceeds from line of credit		271,754	130,086				
Payments on line of credit		(268,965)	(113,544)				
Proceeds from other borrowings		20,000	_				
Payments on long term debt		(495)	(416)				
Payments on finance lease obligations under build-to-suit leases		(891)	_				
Proceeds from finance lease obligations		_	2,281				
Shares withheld for tax payments on vested restricted stock		(315)	(35)				
Capital contributions to variable interest entities		_	_				
Other		407	270				
Net cash provided by financing activities		21,495	18,642				
Decrease in cash and restricted cash		(2,496)	(3,998)				
Cash and restricted cash at beginning of period		3,085	7,083				
Cash and restricted cash at end of period	\$	589	\$ 3,085				

### DULUTH HOLDINGS INC. Reconciliation of Net Income to EBITDA and EBITDA to Adjusted EBITDA (Unaudited) (Amounts in thousands)

	Three Months Ended					Fiscal Year Ended			
	February 2, 2020		February 3, 2019		February 2, 2020		Febr	uary 3, 2019	
Net income	\$	24,208	\$	20,472	\$	18,499	\$	23,165	
Depreciation and amortization		6,149		4,407		22,083		12,594	
Interest expense		1,340		2,311		4,471		5,949	
Amortization of build-to-suit operating									
leases capital contributions		211				784		_	
Income tax expense		7,638		7,537		5,429		8,450	
EBITDA	\$	39,546	\$	34,727	\$	51,266	\$	50,158	
Stock based compensation		365		363		647		1,668	
Adjusted EBITDA	\$	39,911	\$	35,090	\$	51,913	\$	51,826	

### DULUTH HOLDINGS INC. Segment Information (Unaudited) (Amounts in thousands)

	Three Months Ended					Fiscal Year Ended			
	Feb	February 2, 2020		February 3, 2019		February 2, 2020		ruary 3, 2019	
Net sales									
Direct	\$	162,822	\$	163,766	\$	350,371	\$	350,638	
Retail		96,827		86,775		265,253		217,464	
Total net sales	\$	259,649	\$	250,541	\$	615,624	\$	568,102	
Operating income (loss)									
Direct	\$	11,851	\$	8,981	\$	(10,203)	\$	(381)	
Retail		21,298		21,124		38,311		37,562	
Total operating income		33,149		30,105		28,108		37,181	
Interest expense		1,340		2,311		4,471		5,949	
Other income, net		37		215		291		383	
Income before income taxes	\$	31,846	\$	28,009	\$	23,928	\$	31,615	

### DULUTH HOLDINGS INC. Net Sales by Business (Unaudited) (Amounts in thousands)

	Three Months Ended				Fiscal Year Ended			
	February 2, 2020		February 3, 2019		February 2, 2020		February 3, 201	
Net sales								
Men's	\$	183,183	\$	179,393	\$	419,122	\$	395,536
Women's		61,143		56,000		162,816		141,244
Hard goods/other		15,323		15,148		33,686		31,322
Total net sales	\$	259,649	\$	250,541	\$	615,624	\$	568,102