

**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 14, 2016**

DULUTH HOLDINGS INC.

(Exact name of registrant as specified in its charter)

Wisconsin

001-37641

39-1564801

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(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))

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

At our 2016 Annual Meeting of Shareholders held on July 14, 2016, our shareholders voted on proposals to: (1) elect the nine individuals nominated by the Board of Directors of Duluth Holdings Inc. (the "Company") to serve as directors until the 2017 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 29, 2017. 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:

<u>Nominee</u>	<u>Class of Common Stock</u>	<u>Number of Votes FOR</u>	<u>Number of Votes Against</u>	<u>Withheld/ Abstentions</u>	<u>Broker Non-Votes</u>
Stephen L. Schlecht	Class A	33,642,000	0	0	0
	Class B	14,105,284	2,804,156	2,383	1,290,676
Stephanie L. Pugliese	Class A	33,642,000	0	0	0
	Class B	15,407,150	1,503,335	1,338	1,290,676
E. David Coolidge III	Class A	33,642,000	0	0	0
	Class B	16,845,507	1,503,335	1,338	1,290,676
Francesca M. Edwardson	Class A	33,642,000	0	0	0
	Class B	16,845,404	64,981	1,438	1,290,676
William E. Ferry	Class A	33,642,000	0	0	0
	Class B	16,845,339	64,931	1,553	1,290,676
David C. Finch	Class A	33,642,000	0	0	0
	Class B	16,846,697	63,638	1,488	1,290,676
Thomas G. Folliard	Class A	33,642,000	0	0	0
	Class B	16,841,629	68,711	1,483	1,290,676
C. Roger Lewis	Class A	33,642,000	0	0	0
	Class B	16,781,461	128,879	1,483	1,290,676
Brenda I. Morris	Class A	33,642,000	0	0	0
	Class B	16,845,979	64,381	1,463	1,290,676

(2) Ratification of the selection of Grant Thornton LLP as the independent registered public accounting firm for the Company for the year ending January 29, 2017:

Class of Common Stock	Number of Votes FOR	Number of Votes Against	Withheld/Abstentions
Class A	33,642,000	0	0
Class B	18,195,482	5,115	1,902

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 18, 2016

By: /s/ Mark M. DeOrio
Mark M. DeOrio
Senior Vice President and
Chief Financial Officer