

**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): **December 13, 2016**

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))

Item 7.01 Regulation FD Disclosure

On December 13, 2016, 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

Exhibit No.	Description
99.1	Investor Presentation

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.

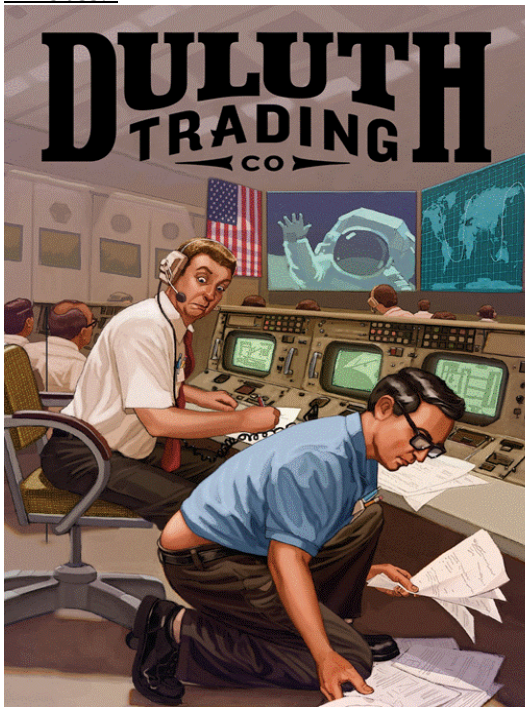
Dated: December 13, 2016

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

EXHIBIT INDEX

Exhibit No.	Description
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99.1	Investor Presentation
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Investor Presentation
3Q 2016

December 8, 2016

An illustration of several sheets of paper with text and diagrams, scattered on a surface, located at the bottom right of the slide.

Disclaimer

Forward-Looking Statements

This presentation dated December 8, 2016 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 and its long-term growth targets. 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 "Risk Factors" in Duluth Trading's Annual Report on Form 10-K for the fiscal year ended January 31, 2016. 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 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.



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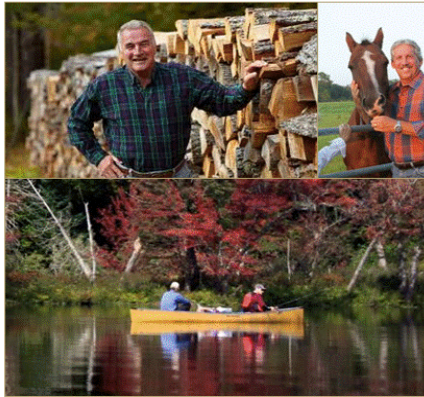


FIRE HOSE[®]
WORK PANTS

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

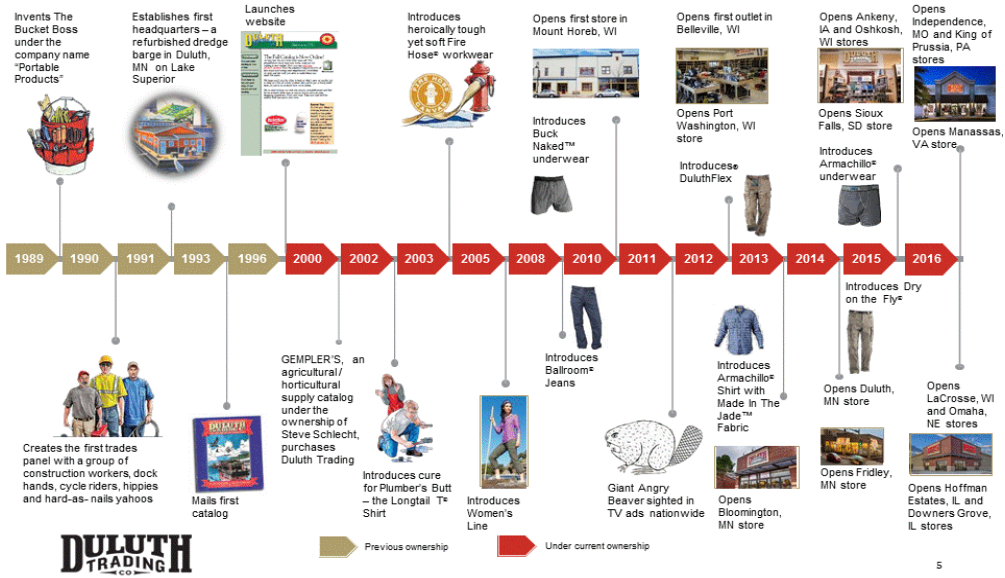


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CO.

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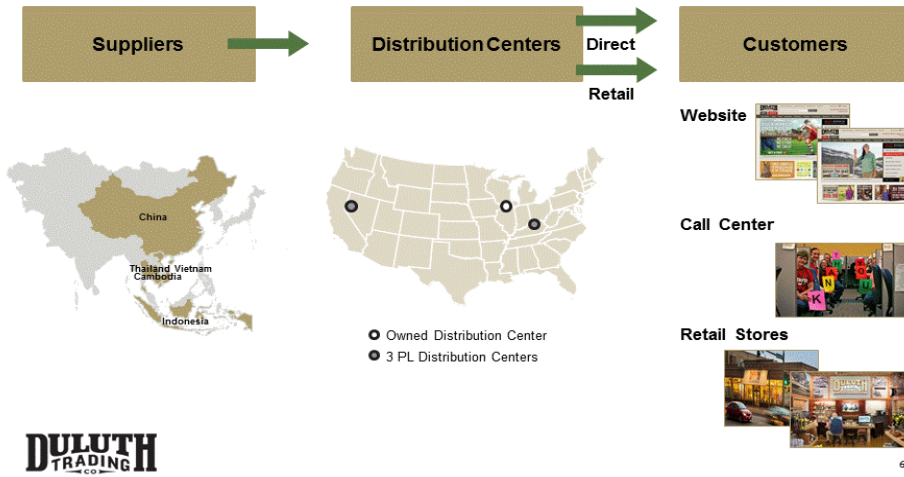
Duluth Trading Evolution



December 8, 2016

Business Model Overview

Only available at Duluth Trading – complete distribution control of our brand

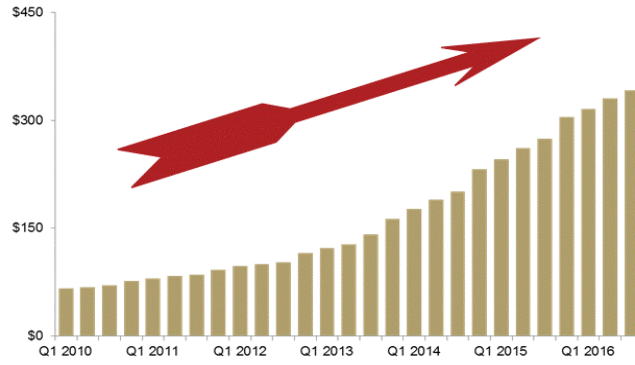


Track Record of Growth and Profitability

Continuous year-over-year growth every quarter, without exception

Rolling TTM Net Sales

(\$ in millions)



Continuous net sales growth and profitability:

+29%
Net Sales CAGR
from CY2009-FY2015

+47%
Operating Income CAGR
from CY2009-FY2015



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DEFEAT
THE HEAT



WITH THE
ARMACHILLO[®]
SHIRT

Investment Highlights

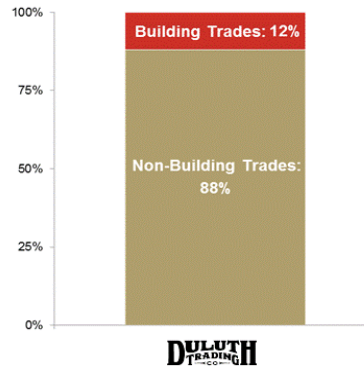
Differentiated, Everyday Lifestyle Brand

Tough enough for work yet comfortable enough for everyday casual wear

- Create personal connections with our customers who lead the **Modern, Self-Reliant American Lifestyle**
- Workwear heritage is the foundation of our authentic and differentiated brand
- Marketing efforts make our brand synonymous with this lifestyle, validate our authenticity and establish us as a trusted casual wear and workwear provider



Customer Profession⁽¹⁾



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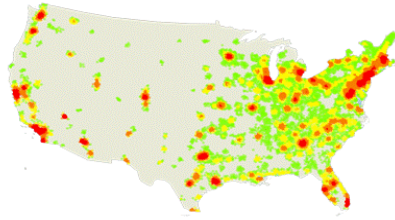
(1) Based on Internal Company Survey.

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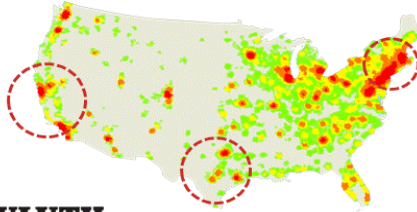
Nationwide Customer Presence

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 2015 Net Sales)



Top Three Markets

#1 California

#2 Texas

#3 New York




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Source: Internal Company Research.

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Omnichannel Presence with Distribution Control






Direct Segment 78% of 3Q 2016 Net Sales; 12% YoY Growth		Key Benefits
e-Commerce (81%) ⁽¹⁾	Catalog (19%) ⁽¹⁾	
		<ul style="list-style-type: none"> ✓ 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 22% of 3Q 2016 Net Sales; 68% YoY Growth		
	16 retail stores ⁽²⁾	



(1) Based on point of transaction.
 (2) As of December 8, 2016. Includes two outlet stores.

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	 <p>Soggy and restrictive underwear</p>	 <p>Restrictive pants in sensitive areas</p>	 <p>Pants that constrict movement</p>
Solution	 <p>Fast-drying, odor-fighting underwear – "no pinch, no stink, no sweat"</p>	 <p>Additional fabric lets our customers "crouch without the ouch"</p>	 <p>DuluthFlex® – Crouch, Climb, Conquer Comfortably</p>

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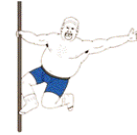
December 8, 2016

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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



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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."

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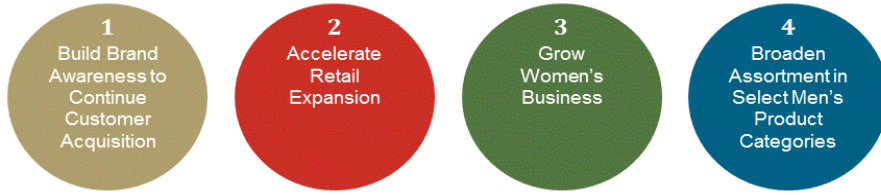
UNWET
YOUR PANTS



WITH
DRY ON THE FLY®
PANTS & SHORT

Growth Strategy

Growth Strategies

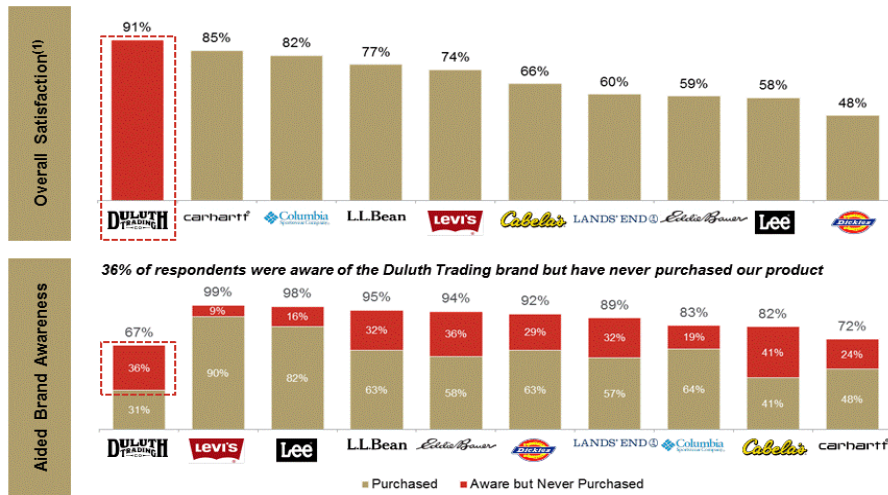


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Build Brand Awareness to Continue Customer Acquisition



Source: IRI Clothing / Apparel Survey and Duluth Internal Panel, July 2015.

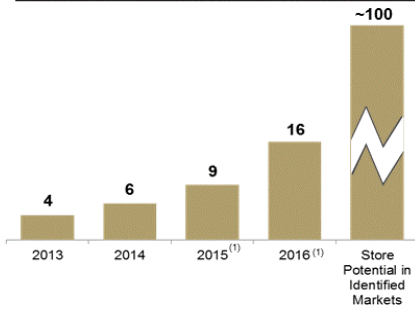
(1) As demonstrated by a score of 6 or 7 in response to the question "How satisfied are you with the overall performance of the following brands?" on a scale from 1-7, where 1=Not at all satisfied and 7=Extremely satisfied.

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Accelerate Retail Expansion

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

Retail Store Footprint



- 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

New Store Assumptions

- 7,000 to 12,000 selling square feet
- Average payback of less than two years
- \$2.0 million to \$2.6 million in capital expenditures and starting inventory to open a new store
- Anticipate opening 8-10 stores in 2017 and accelerating the rate of new store openings over the coming years



⁽¹⁾ Includes two outlet stores.

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Flexible Store Development Strategy

Renovated

Build to Suit



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Expanding Retail Footprint

Retail stores designed to bring our brand to life with engaging and entertaining elements

Distinctive Exteriors



Inviting and Engaging In-Store Environments



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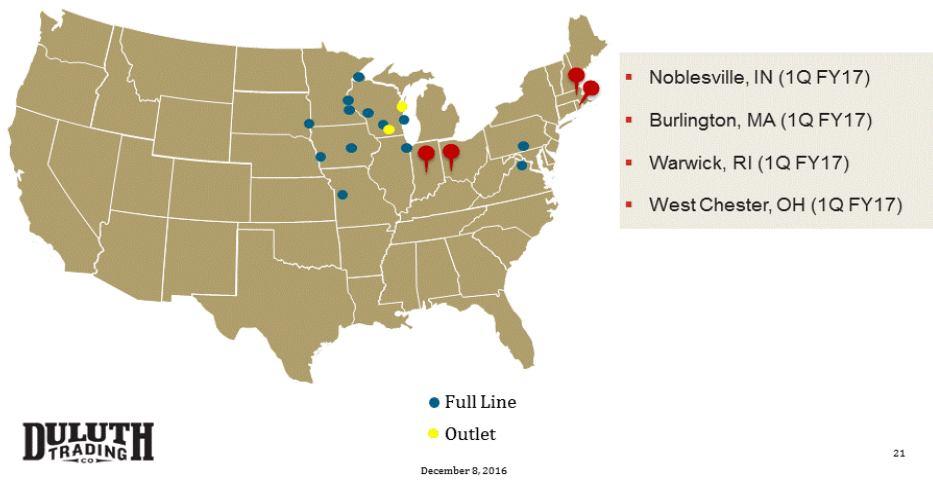
Current Stores (Opening Year)

- Mt. Horeb, WI (2010)
- Belleville, WI (Outlet) (2012)
- Port Washington, WI (2012)
- Bloomington, MN (2013)
- Duluth, MN (2014)
- Fridley, MN (2014)
- Ankeny, IA (2015)
- Oshkosh, WI (Outlet) (2015)
- Sioux Falls, SD (2015)
- La Crosse, WI (2016)
- Omaha, NE (2016)
- Hoffman Estates, IL (2016)
- Downers Grove, IL (2016)
- King of Prussia, PA (2016)
- Manassas, VA (2016)
- Independence, MO (2016)

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Announced Store Openings



Grow Women's Business

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



- 50% CAGR from CY2012-FY2015 to 20% of Net Sales
- Women have lower awareness of our brand relative to men but report high levels of satisfaction once they have tried our products⁽¹⁾
- Continue to grow through customer acquisition
- Continue to leverage all media channels and increase marketing spend as a percentage of total

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(1) IRI Clothing / Apparel Survey, July 2015.

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Broaden Assortments in Select Men's Categories

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



- 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

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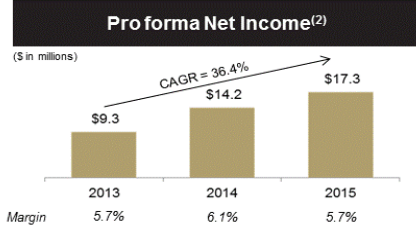
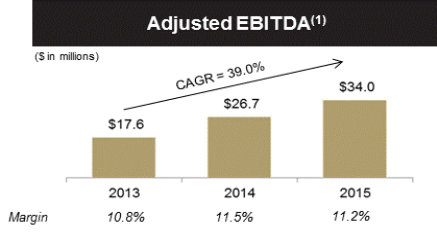
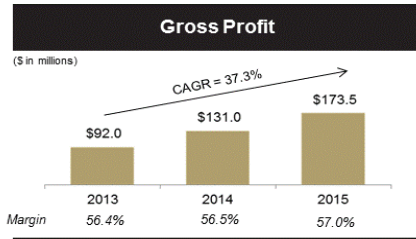
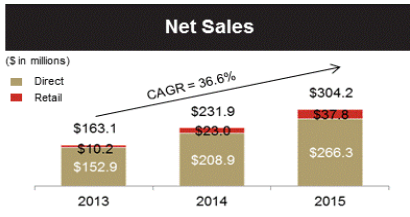
HANDLE



THE
SUITS

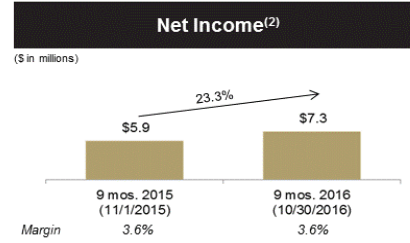
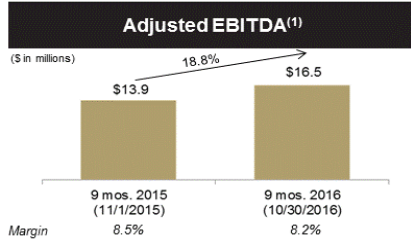
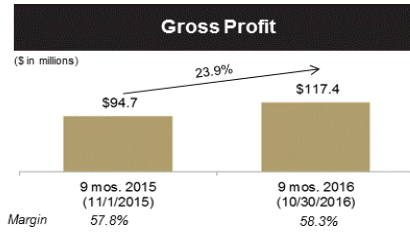
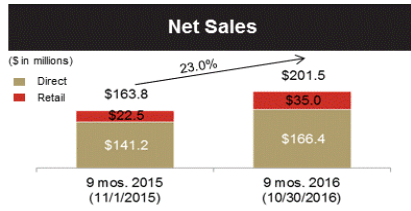
Financial Review

Historical Annual Financials



(1) Adjusted to reflect the add-back of tax related payments from employee stock awards and stock compensation expense.
 (2) Adjusted for a 40% tax rate for comparability purposes. Excludes net income attributable to noncontrolling interest.

Nine Months Ended October 30, 2016



(1) Adjusted to reflect the add-back of tax related payments from employee stock awards and stock compensation expense.
 (2) 9 mos. Ended November 1, 2015 adjusted for a 40% tax rate for comparability purposes. Excludes net income attributable to noncontrolling interest.

Strong Balance Sheet and Liquidity

(\$ in millions)	As of 30-Oct-16
Cash	\$ 0.2
Debt	
Line of Credit	13.2
Term Loan	0.7
Other Debt	0.1
Total Debt	14.0
Total Shareholder's Equity	99.5
Total Capitalization	\$ 113.5

Commentary

- Strong free cash flow generation with ability to fund organic growth
- High conversion of EBITDA to cash flow
- Fiscal 2016 expected capital expenditures of \$25 million to \$26 million
- Paid off additional \$4.1 million of Term Loan in the quarter

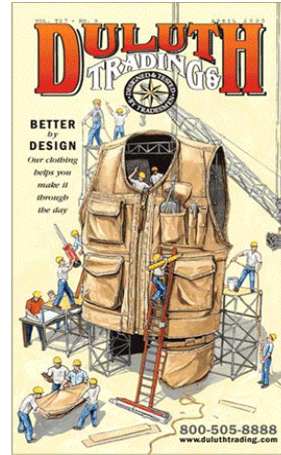


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Investment Highlights

- 1 Large, Addressable Market Opportunity
- 2 Differentiated, Everyday Lifestyle Brand with Attractive, Loyal Customer Base
- 3 Omnichannel Presence with Complete Distribution Control
- 4 Demonstrated Track Record of Growth and Profitability
- 5 Proven Strategy for Long-Term Growth
- 6 Seasoned Management Team Driving an Impassioned Culture



December 8, 2016

AN OVERALL
IMPROVEMENT

FOR
DOWN-AND-DIRTY
WORK

Appendix



Reconciliation to Adjusted EBITDA

(\$ in millions)	2013	2014	2015	9 months ended	
				November 1, 2015	October 30, 2016
Net Income	\$ 16.1	\$ 24.1	\$ 27.7	\$ 10.0	\$ 7.5
(+) Depreciation & Amortization	1.2	1.8	2.8	2.0	3.2
(+) Interest Expense, net	0.2	0.3	0.3	0.2	0.1
(+) Income Tax Expense			1.3	-	4.7
EBITDA	\$ 17.5	\$ 26.3	\$ 32.2	\$ 12.3	\$ 15.5
<i>Adjustments</i>					
(+) Non-Cash Stock Based Compensation Expense	0.1	0.1	0.7	0.5	1.0
(+) Payment for a Portion of the Grantees' Tax Liabilities Associated with a Grant of Restricted Stock Awards	-	0.3	1.1	1.1	-
Total Adjustments	0.1	0.4	1.8	1.6	1.0
Adjusted EBITDA	\$ 17.6	\$ 26.7	\$ 34.0	\$ 13.9	\$ 16.5



Note: 2013-2015 financials presented are Fiscal Year ended the Sunday nearest to January 31.

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Reconciliation to Pro Forma Net Income

(\$ in millions)	2013	2014	2015	9 months ended November 1, 2015
Income Attributable to Controlling Interest Before Provision for Income Taxes	\$ 15.5	\$ 23.6	\$ 28.8	\$ 9.9
(-) Provision for Income Taxes ⁽¹⁾	6.2	9.5	11.5	4.0
Pro Forma Net Income	\$ 9.3	\$ 14.2	\$ 17.3	\$ 5.9

The pro forma net income information gives effect to the conversion of the Company to a "C" corporation on November 25, 2015. Prior to such conversion, the Company was an "S" corporation and generally not subject to income taxes. The pro forma net income, therefore, includes an adjustment for income tax expense on the income attributable to controlling interest as if the Company had been a "C" corporation as of February 4, 2013 at an assumed combined federal, state and local effective tax rate of 40%, which approximates the calculated statutory rate for each period. No pro forma income tax expense was calculated on the income attributable to noncontrolling interest because this entity did not convert to a "C" corporation. The pro forma basic and diluted net income per share Class A and Class B common stock is computed using the pro forma net income, as discussed above.



Note: 2013-2015 financials presented are Fiscal Year ended the Sunday nearest to January 31.

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