FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C. 20549
-------------	------------

Check this box if no longer subject
to Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL 3235-0287 Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person* Homolka David						2. Issuer Name and Ticker or Trading Symbol DULUTH HOLDINGS INC. [DLTH]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
(Last) 201 EAS	ast) (First) (Middle) 01 EAST FRONT STREET					3. Date of Earliest Transaction (Month/Day/Year) 09/29/2023									X Officer (give title Other (specify below) SVP, Talent, DE&I, & Retail Oper.					
(Street) MOUNT HOREB WI 53572				4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)									i. Individual or Joint/Group Filing (Check Applicable ine) X Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(St	ate) (Z	Zip)		Rule 10b5-1(c) Transaction Indication Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.											nded to				
		Table	I - Noi	n-Deriva	tive S	Secu	rities	Acq	uired,	Dis	posed of	, or E	Benefi	cially	Own	ed				
1. Title of Security (Instr. 3) 2. Transac Date (Month/Da				Executy/Year) if an		Deemed ecution Date, ny onth/Day/Year)		3. 4. Securitie Transaction Disposed (Code (Instr. 8) 5)			es Acquired (A Of (D) (Instr. 3,		and Securit Benefic Owned		ies cially Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership		
									Code	v	Amount	(A) or (D)		се	Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)	
Class B Common Stock 09/29/					2023				A ⁽¹⁾	V	1,000	A	\$	\$5.11		148,028		D		
	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	if any	med on Date, Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exerci Expiration Dat (Month/Day/Ye		te	7. Title and Amount of Securities Underlying Derivative Security (Inst 3 and 4)		Dei Sec (Ins	Price of rivative curity str. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	у	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
				Code		v	(A)	(D)	Date Exercisable		Expiration Date	Title	or Numbe of Shares	er						

Explanation of Responses:

1. These shares were acquired under the Duluth Holdings Inc. Employee Stock Purchase Plan.

Dennis F. Connolly, as POA 10/03/2023

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.