
**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): May 25, 2023

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)

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))

Securities registered pursuant to Section 12(b) 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

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

At the 2023 Annual Meeting of Shareholders of Duluth Holdings Inc. (the “Company”) held on May 25, 2023, our shareholders voted on proposals to: (1) elect the eight individuals nominated by the Board of Directors of the Company to serve as directors until the 2024 Annual Meeting of Shareholders; (2) ratify the selection of KPMG LLP as the independent registered public accounting firm for the Company for the fiscal year ending January 28, 2024; and (3) approve, by an advisory vote, the compensation of our named executive officers as described in our proxy statement.

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>Withhold Authority</u>	<u>Broker Non-Votes</u>
Stephen L. Schlecht	Class A	33,642,000	0	0
	Class B	19,761,796	4,705,417	3,416,812
Samuel M. Sato	Class A	33,642,000	0	0
	Class B	24,372,159	95,054	3,416,812
Francesca M. Edwardson	Class A	33,642,000	0	0
	Class B	20,744,000	3,723,213	3,416,812
David C. Finch	Class A	33,642,000	0	0
	Class B	19,569,724	4,897,489	3,416,812
Brett L. Paschke	Class A	33,642,000	0	0
	Class B	24,378,190	89,023	3,416,812
Susan J. Riley	Class A	33,642,000	0	0
	Class B	23,383,720	1,083,493	3,416,812
Ronald Robinson	Class A	33,642,000	0	0
	Class B	24,389,601	77,612	3,416,812
Scott K. Williams	Class A	33,642,000	0	0
	Class B	20,748,389	3,718,824	3,416,812

(2) Ratification of the selection of KPMG LLP as the independent registered public accounting firm for the Company for the fiscal year ending January 28, 2024:

Class of Common Stock	Number of Votes FOR	Number of Votes Against	Abstentions	Broker Non-Votes
Class A	33,642,000	0	0	0
Class B	27,824,593	55,587	3,845	0

(3) Advisory vote on the compensation of our named executive officers:

Class of Common Stock	Number of Votes FOR	Number of Votes Against	Abstentions	Broker Non-Votes
Class A	33,642,000	0	0	0
Class B	20,890,780	3,557,709	18,724	3,416,812

Item 8.01. Other Events.

The Company issued a press release on May 25, 2023 concerning the election of Mr. Robinson to its Board of Directors, which is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release dated May 25, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: May 31, 2023

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



Duluth Holdings Inc. Announces Election of Ronald Robinson to its Board of Directors

Mount Horeb, WI – May 25, 2023 – Duluth Holdings Inc. (d/b/a “Duluth Trading Company”) (“Company” or “Duluth Trading”) (NASDAQ: DLTH), a lifestyle brand of men’s and women’s workwear, outdoor wear and accessories, today announced the election of Mr. Ronald Robinson to its Board of Directors effective May 25, 2023.

Stephen L. Schlecht, Chairman of Duluth Holdings Inc., said, “I am pleased to welcome Ronnie Robinson to the Board of Directors. Ronnie’s significant retail, sourcing, supply chain, and manufacturing experience complements our Board of Directors, and we look forward to his valuable business perspectives. I am confident Ronnie’s leadership acumen and practical experience will add strategic value in support of our near and long-range growth initiatives.”

Ronald Robinson is a seasoned executive with more than 30 years of operational leadership in retail. Ronald currently serves as the Chief Supply Chain Officer of Designer Brands, Inc., one of North America’s largest designers, producers, and retailers of footwear and accessories. Prior to that, he was the owner of R Squared Consulting, LLC, a consultant for apparel, footwear, and accessories businesses. Ronald also previously served as the Chief Sourcing Officer of J. Crew Group. Prior to that, Ronald held a variety of positions at Ascena retail group (formerly Tween Brands, Inc.), including as Executive Vice President Supply Chain, Senior Vice President Production Services, and Vice President Sourcing & Tech Design. Mr. Robinson holds a B.Sc. in Applied Chemistry (Colour Science and Technology) from Heriot-Watt University, Scottish College of Textiles and a M.B.A. from Massachusetts Institute of Technology.

Sam Sato, President and CEO, commented, “I am excited about welcoming Ronnie to the Board. His diverse senior leadership experience in retail, sourcing, supply chain, and manufacturing will provide unique perspectives and value-added insights contributing to our Board conversations as we execute our growth strategy.”

Mr. Robinson said, “I am honored to join the Duluth Board, and I look forward to lending my voice and experience to both the Board and the dedicated management team as they pursue the many growth opportunities for the Duluth Trading lifestyle platform.”

About Duluth Trading

Duluth Trading is a lifestyle brand for the Modern, Self-Reliant American. Based in Mount Horeb, Wisconsin, we offer high quality, solution-based workwear, outdoor wear 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 are available 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>.

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