

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): June 21, 2022

DULUTH HOLDINGS INC.

(Exact name of registrant as specified in its charter)

<u>Wisconsin</u>	<u>001-37641</u>	<u>39-1564801</u>
(State or other jurisdiction of incorporation)	(Commission File Number)	(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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 21, 2022, the Board of Directors (the “Board”) of Duluth Holdings Inc. (the “Company”) appointed Susan J. Riley to its Board effective June 27, 2022. Ms. Riley was also appointed to the Audit Committee of the Board effective as of June 27, 2022.

As a non-employee director of the Company, Ms. Riley will participate in the Company’s Outside Director Compensation Program, as described in Exhibit 10.3 of the Company’s Quarterly Report on Form 10-Q for the quarter ended May 1, 2022. On June 27, 2022, Ms. Riley will receive a grant of a number of shares of Class B common stock equal to \$80,000 divided by the closing price of the Class B common stock on the grant date.

Ms. Riley does not have any family relationship with any officer or director of the Company. There are no arrangements or understandings pursuant to which Ms. Riley was elected as a director, and Ms. Riley has not been involved in any related transactions or relationships with the Company as defined in Item 404(a) of Regulation S-K.

On June 23, 2022, the Company issued a press release announcing the appointment of Ms. Riley as a director, a copy of which is attached hereto as Exhibit 99.1, and incorporated herein by reference.

Item 9.01. Exhibits

Exhibit No.	Description
------------------------	--------------------

99.1	Press Release issued June 23, 2022
----------------------	------------------------------------

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: June 23, 2022

By: /s/ David Loretta

David Loretta

Senior Vice President and Chief Financial

Officer



Duluth Holdings Announces Appointment of Susan Riley to Its Board of Directors

Mount Horeb, WI – June 22, 2022 – Duluth Holdings Inc. (dba, Duluth Trading Company) (“Duluth Trading”) (NASDAQ: DLTH), a lifestyle brand of men’s and women’s casual wear, workwear and accessories, announced today the appointment of Ms. Susan Riley to its Board of Directors effective June 27, 2022.

Steve Schlecht, Duluth’s Chairman and Founder, said, “I am pleased to welcome Susan Riley to the Board of Directors. Susan complements our board with significant financial, governance, and operational expertise. Susan’s leadership acumen and seasoned experience will add outstanding value.”

Susan Riley is a seasoned executive with extensive board and governance experience, and more than 30 years of financial and operational leadership in retail, consumer products, medical and cosmetic industries. Susan most recently served as Interim President and Chief Executive Officer at PJM Interconnection, LLC, a regional transmission organization that coordinates the movement of wholesale electricity. A focused leader, Susan’s financial work within diverse environments and structures helped her develop the ability to quickly assess complex situations, and to address the most compelling issues with a strong track record of proven results. Her expertise includes major financial and operational restructurings, regulatory and disclosure compliance, strategic diversification, mergers and expanding global operations.

Ms. Riley said, “Like so many, I have watched Duluth with great interest, and am excited to join the Board at a pivotal time in the company’s growth”, Riley said. “I look forward to working with the Board and management team, and the opportunity to lend my voice and experience.”

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 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 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>.

Investor Contact:

ICR, Inc.
646-277-1200
DuluthIR@icrinc.com

