
**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): August 31, 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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
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 7.01 Regulation FD Disclosure

On August 31, 2023, 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

<u>Exhibit No.</u>	<u>Description</u>
99.1	Investor Presentation dated August 31, 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: August 31, 2023

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



Disclaimer

Forward-Looking Statements

This presentation dated August 31, 2023 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. 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 Part 1, Item 1A “Risk Factors” in Duluth Trading’s Annual Report on Form 10-K filed with the SEC on March 17, 2023, and other factors as may be periodically described in Duluth Trading’s subsequent filings with the SEC. 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) and Free Cash Flow. See Appendix Table “Adjusted EBITDA,” for a reconciliation of net income to EBITDA and EBITDA to Adjusted EBITDA and “Free Cash Flow” for a reconciliation of Net cash provided by operating activities to Free Cash Flow. 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, such as stock-based compensation. Management believes Free Cash Flow is a useful measure of performance as an indication of an organization’s financial strength and provides additional perspective on the ability to efficiently use capital in executing growth strategies. Free Cash Flow is used to facilitate a comparison of operating performance on a consistent basis from period-to-period and the ability to generate cash. Free Cash Flow is defined as net cash provided by operating activities less purchase of property and equipment and capital contributions towards build-to-suit stores. 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.

INTRODUCTION TO

DULUTH
TRADING CO.

OUR GREATER PURPOSE

“Celebrating the can-do spirit by enabling anyone who takes on life with their own two hands.”

OUR MISSION STATEMENT

“We build high-quality, solution-based products for work, play and every day. We craft our raw materials – unique brands, durable products, standout customer service, and a No Bull Guarantee – into industry-leading consumer experiences.

Job done right means we never forget that “there’s gotta be a better way.”

Secret Sauce

Better Brands

A brood of sub-brands all bonded by the belief that you can accomplish anything that you put your own mind and own two hands to

Better Innovation

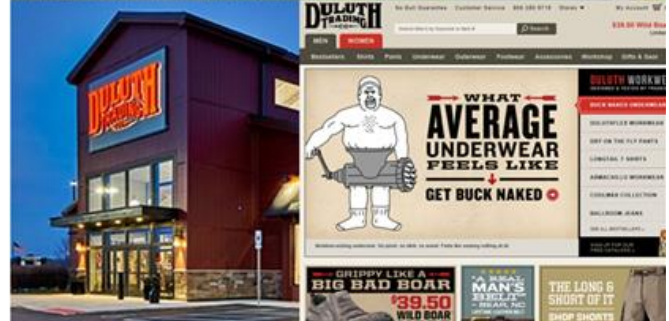
Long, colorful history of product innovation and solution-based design

Better Marketing

Distinctive marketing made to break through the clutter and drive buying

Better Customer Experiences

Outstanding and engaging customer experience



FINANCIAL REVIEW



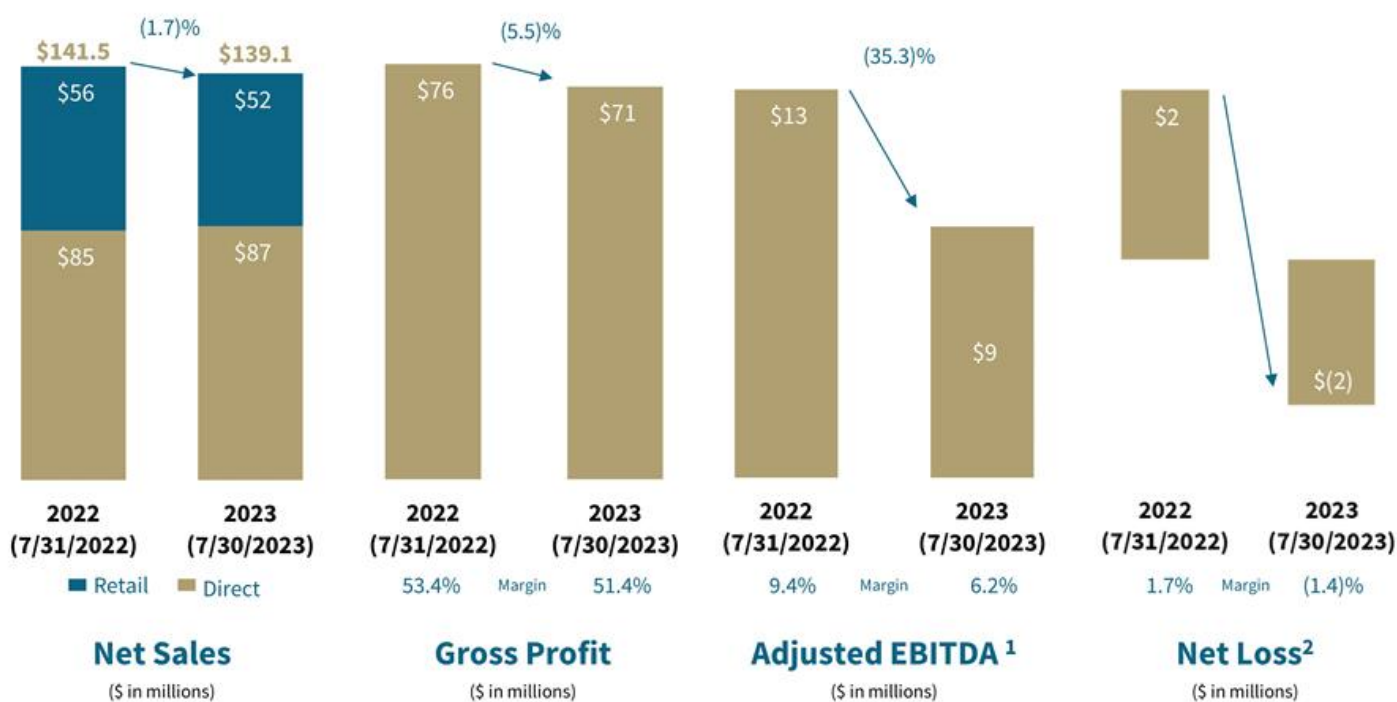
Three Months Ended July 30, 2023

Summary

- Net sales of \$139.1M compared to \$141.5M in the prior year second quarter
- AKHG Sub-brand net sales increase 14.0% compared to prior year second quarter
- Inventory composition healthy and well managed, down 4.5% compared to prior year second quarter
- Adjusted EBITDA of \$8.6M, representing 6.2% of net sales
- New highly automated fulfillment center opened ahead of schedule and on budget



Three Months Ended July 30, 2023



¹ Adjusted to reflect the add-back of stock compensation expense.
² Excludes net income (loss) attributable to noncontrolling interest.

Six Months Ended July 30, 2023



¹ Adjusted to reflect the add-back of stock compensation expense.

² Excludes net income (loss) attributable to noncontrolling interest.

Strong Balance Sheet, Liquidity and FCF

Debt to Capital ^(1,2)	
(\$ in millions)	As of July 30, 2023
Cash	\$11.1
Debt:	
Line of Credit	0.0
<u>Term Loan</u>	<u>0.0</u>
Total Debt	0.0
Total Shareholders' Equity	\$223.5
Total Capitalization	\$223.5
Debt to Capital ratio	0.0%



¹ Debt balances do not include TRI Holdings, LLC, a variable interest entity that is consolidated for reporting purposes

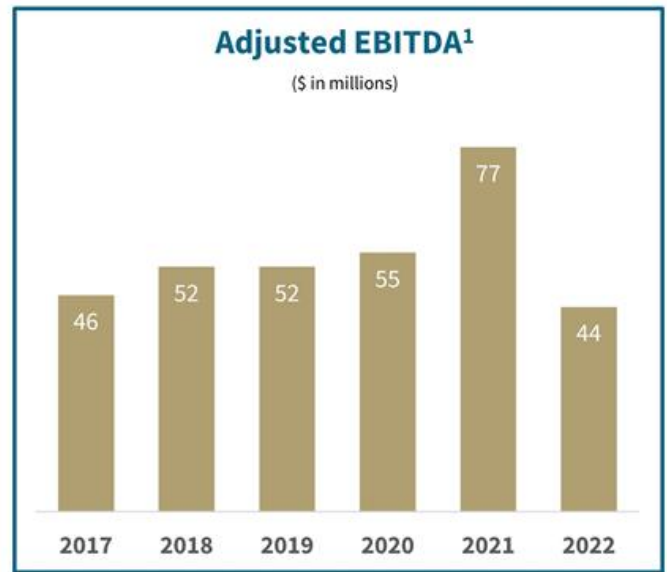
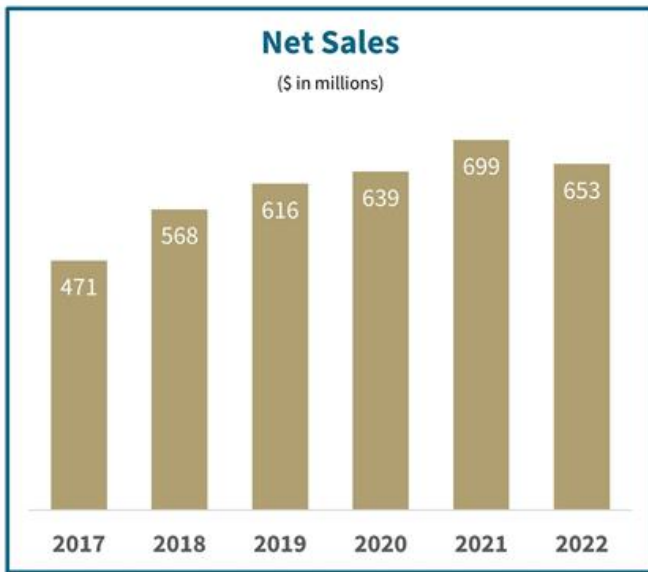
² The New Credit Agreement matures on July 8, 2027 and provides for borrowings of up to \$200.0 million that are available under a revolving senior credit facility.

Fiscal 2023 Financial Guidance

(\$ in millions)	2022	2023 Guidance	Reconciliation to 2023 Forecasted Adj. EBITDA		
			Fiscal Year Ended January 28, 2024		
Net Sales	\$653.3	\$645 to \$660 -1.3% to 1.0%	Forecasted (\$ in millions)	Low	High
			Net Income	\$ (4.8)	\$ (2.6)
Adj. EBITDA	\$43.5	\$40 to \$42 -8.0% to -3.4%	(+) Depreciation and amortization	32.4	32.4
			(+) Amortization of internal-use software hosting subscription implementation costs	4.0	4.0
			(+) Interest expense	5.0	4.1
EPS	\$0.07	\$(0.15) to \$(0.08)	(+) Income tax expense	(1.6)	(0.9)
			EBITDA	\$35.0	\$37.0
			(+) Stock based compensation	5.0	5.0
CAPEX ¹	\$31.5	~\$55	Adjusted EBITDA	\$40.0	\$42.0

¹ 2022 and 2023 include \$8.7M and ~\$6M, respectively, of additional investments in implementation costs to enhance the value of hosting arrangements, which are included in Prepaid expenses & other current assets on the Company's Consolidated Balance Sheets.

Net Sales and Adjusted EBITDA



¹ Adjusted to reflect the add-back of stock compensation expense.

Investment Highlights

- Growing lifestyle platform of sub-brands with well-established digitally-led omnichannel business
- Multiple revenue growth opportunities led through five strategic pillars
- Strategic investments support long-term EBITDA margin expansion
- Strong balance sheet and ample liquidity

BIG DAM BLUEPRINT

“Big Dam Blueprint” Growth Strategies

1

Lead With a Digital-First Mindset

2

Intensify Efforts to Optimize Our Owned DTC Channels

3

Evolve Our Multi-Brand Platform as a New Pathway to Grow the Business

4

Test & Learn to Unlock Long-Term Growth Potential

5

Increase/ Accelerate Investments to Future Proof the Business



Lead With a Digital-First Mindset



- Transform Duluth into a **digitally-led organization** integrating data and digital technology into all areas of our business, fundamentally changing how we operate and deliver value to customers
- Our **digital transformation** will provide the structure for how we prioritize our short, mid, and long-term efforts, investments, and overall operations of the business
- We will **deepen relationships and build brand loyalty** with our customer primarily through digital experiences
- Focus on **more active, personalized engagement** achieved through leveraging first-party data and one-on-one communication based on customer preferences, informed by data that is shared by customers throughout the value exchange cycle
- We will **digitally enable operations** to stay competitive, improve efficiency and deliver value creating results

Intensify Efforts to Optimize Our Owned DTC Channels



- Increase our focus and investments in our direct channel as our primary growth vehicle
- Our customer places a high value on our stores and they will continue to serve as a critical piece of the omnichannel ecosystem:
 - Convenient touchpoint for services like buy online pick-up in store/curbside, ship to store, and returns & exchanges
 - Stores play an important role in servicing business needs, such as online fulfillment
- We are conducting research to better inform our future store decisions including location and size:
 - Market research will provide better insight into the size and composition of markets and the opportunity to capture share
 - Identify what the store of the future should look like at Duluth to best serve the needs of our customers and deliver sustainable growth and profitability
- Refine store “selling & service” model to drive continuous improvements in key KPI’s

Evolve our Multi-brand Platform as a New Pathway to Grow the Business



- Ladder to the Greater Purpose: *“Celebrating the can-do spirit by enabling anyone who takes on life with their own two hands.”*
- Focus on **features, benefits, durability, innovation** and a strong value proposition
- Prioritize **size inclusivity**; understand how our customer likes clothes to fit
- Focus on **provocative, break-through marketing** in each sub-brand through media channels consumed by the target customer

Test & Learn to Unlock Long-term Growth Potential



- Gain operational learnings to implement wholesale opportunities including logistics, systems and people needed to scale efficiently
- Gain direct-from-manufacturer operational learnings to offer unique and customized products based on customer's preferences
- Test the viability of potential drop-ship model
- Seek compelling partnerships with brands that share common threads with Duluth Trading portfolio sub-brands

Increase and, in Some Areas, Accelerate Investments to Future Proof the Business



- Analyze and identify investments that will allow us to scale more easily and effectively, as well as deliver on ever-evolving customer expectations:
 - Increased investments in automation across our logistics network to strengthen our supply chain resilience and increasing speed from click to door
 - Further investments in technology to improve overall operations, generate positive impact and sustainable returns
 - Enhance our multi-brand platform to support growth through multiple sub-brands, and seamlessly integrate new brands into the portfolio
 - Attract talent, skillsets, and expertise needed to scale the business

THANK YOU



Appendix

Reconciliation to 2023 Adjusted EBITDA and Free Cash Flow

Adjusted EBITDA

(\$ in millions)	3 Months Ended		6 Months Ended	
	July 30, 2023	July 31, 2022	July 30, 2023	July 31, 2022
Net Income	\$(2.0)	\$2.3	\$(5.9)	\$1.0
(+) Depreciation and amortization	7.5	7.9	14.9	15.4
(+) Amortization of internal-use software hosting subscription implementation costs	1.2	0.8	2.4	1.4
(+) Interest expense	0.9	0.9	1.8	1.8
(+) Income tax expense	(0.2)	0.7	(1.7)	0.3
EBITDA	\$7.3	\$12.6	\$11.6	\$19.9
(+) Stock based compensation	1.3	0.7	2.3	1.3
Adjusted EBITDA	\$8.6	\$13.2	\$13.8	\$21.1

Free Cash Flow

(\$ in millions)	6 Months Ended	
	July 30, 2023	July 31, 2022
Net cash provided by operating activities	\$(1.2)	\$(41.1)
Purchases of property and equipment	(31.5)	(18.8)
Free Cash Flow (non-GAAP)	\$(32.7)	\$(60.0)