

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.

On July 13, 2020, Duluth Holdings Inc. (the “Company”) reconvened its annual meeting of shareholders, which was originally scheduled to be held on May 21, 2020 (the “Annual Meeting”).

At the Annual Meeting, our shareholders voted on proposals to: (1) elect the seven individuals nominated by the Board of Directors of the Company to serve as directors until the 2021 Annual Meeting of Shareholders, and (2) ratify the selection of Grant Thornton LLP as the independent registered public accounting firm for the Company for the year ending January 31, 2021. 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:

| Nominee | Class of Common Stock | Number of Votes FOR | Withhold Authority | Broker Non-Votes |
|------------------------|-----------------------|---------------------|--------------------|------------------|
| Stephen L. Schlecht | Class A | 33,642,000 | 0 | 0 |
| | Class B | 19,920,377 | 2,320,107 | 4,775,323 |
| E. David Coolidge III | Class A | 33,642,000 | 0 | 0 |
| | Class B | 21,874,118 | 366,366 | 4,775,323 |
| Francesca M. Edwardson | Class A | 33,642,000 | 0 | 0 |
| | Class B | 22,067,658 | 172,826 | 4,775,323 |
| David C. Finch | Class A | 33,642,000 | 0 | 0 |
| | Class B | 21,863,100 | 377,384 | 4,775,323 |
| Thomas G. Folliard | Class A | 33,642,000 | 0 | 0 |
| | Class B | 22,071,414 | 169,070 | 4,775,323 |
| Brenda I. Morris | Class A | 33,642,000 | 0 | 0 |
| | Class B | 22,071,832 | 168,652 | 4,775,323 |
| Scott K. Williams | Class A | 33,642,000 | 0 | 0 |
| | Class B | 22,073,256 | 167,228 | 4,775,323 |

(2) Ratification of the selection of Grant Thornton LLP as the independent registered public accounting firm for the Company for the year ending January 31, 2021:

| Class of Common Stock | Number of Votes FOR | Number of Votes Against | Withheld/Abstentions |
|-----------------------|---------------------|-------------------------|----------------------|
| Class A | 33,642,000 | 0 | 0 |
| Class B | 26,898,657 | 87,423 | 29,727 |

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: July 13, 2020

By: /s/ David Loretta

David Loretta
Senior Vice President and
Chief Financial Officer