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**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) September 12, 2017

**Naked Brand Group Inc.**

(Exact name of registrant as specified in its charter)

**Nevada**  
(State or other  
jurisdiction  
of incorporation)

**001-37662**  
(Commission  
File Number)

**99-0369814**  
(IRS Employer  
Identification No.)

**180 Madison Avenue, Suite 1505, New York, New York, 10016**  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code **212.851.8050**

**10<sup>th</sup> Floor – 95 Madison Avenue, New York, NY 10016**  
(Former name or former address, if changed since last report.)

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 (see General Instruction A.2. below):

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). 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.

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## Item 7.01 Regulation FD.

On September 12, 2017, Naked Brand Group, Inc. (“Naked”), Bendon Limited (“Bendon”) and Bendon Group Holdings Limited (“Holdco”) jointly issued a press release announcing Holdco has confidentially submitted a draft registration statement on Form F-4 with the Securities and Exchange Commission (“SEC”) related to the proposed business combination. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The information in Item 7.01 of this Current Report on Form 8-K, including the information contained in Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities under that Section. The information in Item 7.01 of this Current Report shall not be incorporated by reference into any filing or other document pursuant to the Securities Act of 1933 or the Exchange Act except as shall be expressly set forth by specific reference in such filing or document.

## Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits*

### Exhibit

No.	Description
<u>99.1</u>	<u>Press Release, dated September 12, 2017.*</u>

\*Furnished herewith.

## Additional Information and Where to Find It

As permitted by the Jumpstart Our Business Startups Act of 2012, or JOBS Act, Holdco has confidentially submitted a draft registration statement on Form F-4 (the “Registration Statement”) to the SEC, which includes the related preliminary proxy statement/prospectus, that is both the proxy statement to be distributed to holders of the Naked’s common stock in connection with the solicitation by Naked of proxies for the vote by the stockholders on the business combination. The proxy statement/prospectus will be mailed to stockholders of Naked as of a record date to be established for voting on the proposed business combination. Such documents are not currently available. BEFORE MAKING ANY VOTING OR INVESTMENT DECISION WITH RESPECT TO THE BUSINESS COMBINATION, INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS AND OTHER RELEVANT MATERIALS THAT WILL BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT NAKED, BENDON AND HOLDCO AND THE PROPOSED BUSINESS COMBINATION.. Stockholders will also be able to obtain copies of the Registration Statement which includes the proxy statement/prospectus and other relevant materials containing important information about Naked, Bendon and Holdco, without charge, once publicly filed and available, at the SEC’s Internet site at <http://www.sec.gov> or by directing a request to: Naked Brand Group Inc., 180 Madison Avenue, Suite 1505, New York, New York, 10016, Attention: Investor Relations; and/or on Bendon’s website at [www.bendongroup.com](http://www.bendongroup.com) or by directing a written request to Bendon Limited, 8 Airpark Drive, Airport Oaks, Auckland 2022, New Zealand or by emailing [lucy.martyn@bendon.com](mailto:lucy.martyn@bendon.com).

## Participants in the Solicitation

This is not a solicitation of a proxy from any investor or security holder. Naked and its directors and executive officers, under SEC rules, may be deemed to be participants in the solicitation of proxies of Naked’s stockholders in connection with the proposed Merger. Investors and security holders may obtain more detailed information regarding the names and interests in the proposed Merger of Naked’s directors and officers in Naked’s filings with the SEC. Additional information regarding the directors and executive officers of Naked is also included in Naked’s Annual Report on Form 10-K for the year ended January 31, 2017. Information regarding the persons who may, under SEC rules, be deemed participants in the solicitation of proxies to Naked’s shareholders in connection with the proposed Merger will be set forth in the proxy statement/prospectus for the proposed Merger when available. This document will be available free of charge at the SEC’s web site ([www.sec.gov](http://www.sec.gov)) and from Naked’s Investor Relations department at the address described above.

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**No Offer or Solicitation**

This Current Report on Form 8-K shall neither constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which the offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction.

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**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.

**NAKED BRAND GROUP INC.**

By: /s/ Carole Hochman

Carole Hochman

Chief Executive Officer

Date: September 12, 2017

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## EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
<u>99.1</u>	<u>Press Release, dated September 12, 2017.*</u>

\* Furnished herewith.

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## **Naked Brand Group and Bendon Limited Announce Confidential Submission of Registration Statement Related to Proposed Business Combination**

NEW YORK – September 12, 2017 - Naked Brand Group Inc. (NASDAQ:NAKD) (“Naked”), an innovative fashion and lifestyle brand, Bendon Limited (“Bendon”), a global leader in intimate apparel and swimwear and Naked’s merger partner, and Bendon Group Holdings Limited (“Holdco”), today announced that Holdco has confidentially submitted a draft registration statement on Form F-4 (“Registration Statement”) with the Securities and Exchange Commission (“SEC”) related to the previously announced business combination between the parties.

The consummation of the business combination is subject to approval by Naked’s stockholders and other customary closing conditions and regulatory approvals, including the declaration of effectiveness of the Registration Statement by the Securities and Exchange Commission (the “SEC”) and the listing of Holdco’s ordinary shares on Nasdaq.

### **About Naked Brand Group Inc.:**

Naked was founded on one basic desire - to create a new standard for how products worn close to the skin fit, feel, and function. Currently featuring an innovative and luxurious collection of innerwear products, the Company plans to expand into additional apparel and product categories that exemplify the mission of the brand, such as activewear, swimwear, sportswear and more. Naked's women's and men's collections are available at [www.wearnaked.com](http://www.wearnaked.com), as well as through some of the leading online retailers and department stores in North America, including Bloomingdale's, Dillard's, Soma, Saks Fifth Avenue, Amazon.com, and BareNecessities.com, among others. Renowned designer and sleepwear pioneer and Chief Executive Officer, Carole Hochman, leads Naked from its headquarters in New York City. <http://www.nakedbrands.com/>

### **About Bendon Limited:**

Bendon is a global leader in intimate apparel and swimwear renowned for its best in category innovation in design, and technology and unwavering commitment to premium quality products throughout its 70-year history. Bendon has a portfolio of 10 highly productive brands, including owned brands Bendon, Bendon Man, Davenport, Evollove, Fayreform, Hickory, Lovable (in Australia and New Zealand) and Pleasure State, as well as licensed brands Heidi Klum Intimates and Swimwear, Stella McCartney Lingerie and Swimwear and Frederick's of Hollywood Intimates and Swimwear.

In October 2014 Bendon announced supermodel and television host Heidi Klum as the Creative Director and face of Bendon's flagship Intimates collection, succeeding Elle Macpherson after 25 years with the brand. Bendon products are distributed through over 4,000 doors across 43 countries as well as through a growing network of 60 company-owned Bendon retail and outlet stores in Australia, New Zealand and Ireland. Bendon’s global supply chain is one of its strongest assets, controlling sourcing, manufacturing and production at over 30 partner facilities across Asia. Bendon has more than 700 staff at offices and stores in Auckland, Sydney, New York, London and Hong Kong and is poised for continued meaningful growth as it opens additional retail stores and expands its current portfolio of products. <http://www.bendongroup.com/>

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As permitted by the Jumpstart Our Business Startups Act of 2012, or JOBS Act, Holdco has confidentially submitted the Registration Statement to the SEC, which includes a preliminary proxy statement/prospectus that is both the proxy statement to be distributed to holders of the Naked's common stock in connection with the solicitation by Naked of proxies for the vote by the stockholders on the business combination and the prospectus to be delivered by Holdco in connection with the distribution of its securities to such holders. The proxy statement/prospectus will be mailed to stockholders of Naked as of a record date to be established for voting on the proposed business combination. Such documents are not currently available and will not be available until the SEC completes its review of the Registration Statement. **BEFORE MAKING ANY VOTING OR INVESTMENT DECISION WITH RESPECT TO THE BUSINESS COMBINATION, INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS AND OTHER RELEVANT MATERIALS THAT WILL BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT NAKED, BENDON AND HOLDCO AND THE PROPOSED BUSINESS COMBINATION..** Stockholders will also be able to obtain copies of the Registration Statement which includes the proxy statement/prospectus and other relevant materials containing important information about Naked, Bendon and Holdco, without charge, once publicly filed and available, at the SEC's Internet site at <http://www.sec.gov> or by directing a request to: Naked Brand Group Inc., 180 Madison Avenue, Suite 1505, New York, New York, 10016, Attention: Investor Relations; and/or on Bendon's website at [www.bendongroup.com](http://www.bendongroup.com) or by directing a written request to Bendon Limited, 8 Airpark Drive, Airport Oaks, Auckland 2022, New Zealand or by emailing [lucy.martyn@bendon.com](mailto:lucy.martyn@bendon.com).

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## Forward-Looking Statements

Certain statements either contained in or incorporated by reference into this communication, other than purely historical information, including estimates, projections and statements relating to Naked's or Bendon's business plans, objectives and expected operating results, and the assumptions upon which those statements are based, are "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements, other than statements of historical facts, included in or incorporated by reference into this communication regarding strategy, future operations, future transactions, future financial position, future revenue, projected expenses, prospects, plans and objectives of management are forward-looking statements. Examples of such statements include, but are not limited to, statements regarding: Holdco's anticipated listing on the NASDAQ Capital Market or the NYSE in connection with the closing of the proposed business combination; the public filing and effectiveness of the proxy statement/prospectus; and the completion of the proposed business combination. Naked, Bendon and/or Holdco may not actually achieve the plans, carry out the intentions or meet the expectations disclosed in the forward-looking statements and you should not place undue reliance on these forward-looking statements. Such statements are based on management's current expectations and involve risks and uncertainties. Actual results and performance could differ materially from those projected in the forward-looking statements as a result of many factors, including, without limitation, risks and uncertainties associated with the ability of Naked, Holdco and Bendon to consummate the transaction contemplated by the Merger Agreement, the risk that one or more of the conditions to closing contained in the Merger Agreement may not be satisfied, including, without limitation, the receipt of stockholder approval of the Naked stockholders, the effectiveness of the registration statement to be filed with the SEC or the listing of Holdco's ordinary shares on the NASDAQ Capital Market or the NYSE, the risk that the parties may otherwise be unable to consummate the proposed business combination, and the risk that competing offers or acquisition proposals will be made. Naked, Bendon and Holdco disclaim any intent or obligation to update these forward-looking statements to reflect events or circumstances that exist after the date on which they were made.

### Investors:

ICR

Jean Fontana/Megan Crudele, 646-277-1200

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or

### Media:

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Alecia Pulman/Brittany Fraser, 203-682-8200

[NakedBrandsPR@icrinc.com](mailto:NakedBrandsPR@icrinc.com)

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