
U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A/A

(AMENDMENT NO. 1)

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

NAKED BRAND GROUP LIMITED

(Exact Name of Registrant as Specified in Its Charter)

Australia

(State of Incorporation or Organization)

**c/o Bendon Limited
Building 7C, Huntley Street
Alexandria
NSW 2015, Australia**

(Address of Principal Executive Offices)

N/A

(I.R.S. Employer Identification No.)

N/A

(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. []

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. []

Securities Act registration statement file number to which this form relates:

333-223786

(If applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class
to be Registered

Ordinary shares

Name of Each Exchange on Which
Each Class is to be Registered

The Nasdaq Stock Market LLC

Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

Naked Brand Group Limited (the “Registrant”) hereby amends its registration statement on Form 8-A filed with the Securities and Exchange Commission on June 19, 2018 (Commission File No. 001-38544), as follows:

Item 1. Description of Registrant’s Securities to be Registered.

Effective as of June 19, 2018, the Registrant changed its name from Bendon Group Holdings Limited to Naked Brand Group Limited.

The securities to be registered hereby are the ordinary shares of Naked Brand Group Limited (the “Company”). The description of the ordinary shares is contained under the heading “*Description of Holdco Securities*” beginning on page 181 of the definitive proxy statement/prospectus filed by the Company with the Securities and Exchange Commission on April 27, 2018 (File No. 333-223786) (the “Proxy Statement/Prospectus”) to which this Form 8-A relates is incorporated herein by reference.

Item 2. Index to Exhibits.

Exhibit No. Description

- 3.1 [Form of Constitution \(included in the Proxy Statement/Prospectus as Exhibit 3.1\).](#)
 - 3.2 [Certificate of Registration on Change of Name \(included herewith\).](#)
 - 4.1 [Specimen Ordinary Share Certificate \(included the Registration Statement as Exhibit 4.1\).](#)
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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

NAKED BRAND GROUP LIMITED

By: /s/ Justin Davis-Rice

Justin Davis-Rice
Chief Executive Officer

Date: June 19, 2018



Certificate of Registration on Change of Name

This is to certify that

BENDON GROUP HOLDINGS LIMITED

Australian Company Number 619 054 938

did on the thirteenth day of June 2018 change its name to

NAKED BRAND GROUP LIMITED

Australian Company Number 619 054 938

The company is a public company.

The company is limited by shares.

The company is registered under the Corporations Act 2001 and is taken to be registered in New South Wales and the date of commencement of registration is the eleventh day of May, 2017.

Issued by the
Australian Securities and Investments Commission
on this thirteenth day of June 2018.

James Shipton
Chair

CERTIFICATE

