
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE
SECURITIES EXCHANGE ACT OF 1934**

For the month of: February 2019

Commission File Number: 001-38544

NAKED BRAND GROUP LIMITED

(Translation of registrant's name into English)

c/o Bendon Limited, Building 7C, Huntley Street, Alexandria, NSW 2015, Australia
(Address of Principal Executive Offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F. Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934. Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-_____.

Notice of Failure to Satisfy a Continued Listing Rule or Standard.

On February 5, 2019, Naked Brand Group Limited (the "Company") received a notice from the Listing Qualifications Department of The Nasdaq Stock Market ("Nasdaq") stating that, for the last 30 consecutive business days, the closing bid price for the Company's ordinary shares had been below the minimum of \$1.00 per share required for continued inclusion on the Nasdaq Capital Market under Nasdaq Listing Rule 5550(a)(2). The notification letter stated that the Company would be afforded 180 calendar days (until August 5, 2019) to regain compliance with the minimum bid price requirement. In order to regain compliance, the bid price for shares of the Company's ordinary shares must close at \$1.00 per share or more for a minimum of ten consecutive business days. The notification letter also stated that in the event the Company does not regain compliance within the 180 day period, the Company may be eligible for additional time.

The Nasdaq notification has no effect at this time on the listing of the Company's ordinary shares, and the ordinary shares will continue to trade uninterrupted under the symbol "NAKD". The Company intends to actively monitor the bid price for its ordinary shares between now and August 5, 2019, and will consider all available options to regain compliance with the Nasdaq minimum bid price requirement.

On February 11, 2019, the Company issued a press release announcing receipt of the notice from Nasdaq. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Exhibits

99.1 [Press Release dated February 11, 2019.](#)

SIGNATURE

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.

Dated: February 11, 2019

NAKED BRAND GROUP LIMITED

By: /s/ Justin Davis-Rice

Name: Justin Davis-Rice

Title: Chief Executive Officer

Naked Brand Group Limited Receives NASDAQ Notice of Minimum Bid Price Non-Compliance

SYDNEY - February 11, 2019 - Naked Brand Group Limited (NASDAQ: NAKD) (“Naked” or the “Company”), a global leader in intimate apparel and swimwear, has received a letter from the Listing Qualifications Department of The Nasdaq Capital Market (“Nasdaq”) notifying the company that the minimum bid price for the company’s common stock was below \$1.00 per share for a period of 30 consecutive business days, and that the company did not meet the minimum bid price requirement set forth under Nasdaq Listing Rule 5550(a)(2).

The Nasdaq notification has no effect at this time on the listing of the company’s common stock, and the stock will continue to trade uninterrupted under the symbol “NAKD”. Naked management intends to actively monitor the bid price for its common stock and will consider all available options to regain compliance with the Nasdaq minimum bid price requirement.

The company has a compliance period of 180 calendar days until August 5, 2019 to regain compliance with the minimum bid price requirement. If at any time during the 180-day compliance period, the closing bid price per share of the company’s common stock is at least \$1.00 for at least ten consecutive business days, Nasdaq will provide the company a written confirmation of compliance and the matter will be closed.

In the event the company does not regain compliance with Rule 5550(a)(2) within this compliance period, it may be eligible for additional time. To qualify, the company will be required to meet the continued listing requirement for market value of publicly held shares and all other initial listing standards for Nasdaq, with the exception of the bid price requirement, and will need to provide written notice of its intention to cure the deficiency during the second compliance period, including by effecting a reverse stock split, if necessary. If the Nasdaq staff concludes that the company will not be able to cure the deficiency or if the company is otherwise not eligible, the company’s common stock will be subject to delisting by Nasdaq.

About Naked Brand Group Limited

Naked Brand Group Limited (NASDAQ: NAKD) is a leading intimate apparel and swimwear company with a diverse portfolio of brands. The company designs, manufactures and markets a portfolio of 11 company-owned and licensed brands, catering to a broad cross-section of consumers and market segments. Brands include Naked, Bendon, Bendon Man, Davenport, Fayreform, Hickory, Lovable, Pleasure State, Heidi Klum Intimates, Heidi Klum Man, Heidi Klum Swim. Naked Brand Group Limited products are available in 44 countries worldwide through 6,000 retail doors, a growing network of e-commerce sites and 61 company-owned Bendon retail and outlet stores in Australia and New Zealand. Brands are distributed through premier department stores, specialty stores, independent boutiques and third-party e-commerce sites globally, including Macy’s, Nordstrom, Saks Fifth Avenue, Harrods, Selfridges, Amazon and ASOS among others. For more information please visit www.nakedbrands.com.

Forward-Looking Statements

This communication contains “forward-looking statements” within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements include all statements that are not historical facts. Such statements may be, but need not be, identified by words such as “may,” “believe,” “anticipate,” “could,” “should,” “intend,” “plan,” “will,” “aim(s),” “can,” “would,” “expect(s),” “estimate(s),” “project(s),” “forecast(s),” “positioned,” “approximately,” “potential,” “goal,” “pro forma,” “strategy,” “outlook” and similar expressions. Examples of forward-looking statements include, among other things, statements regarding future or projected financial performance, annualized financial performance, future growth in our business, trends in our industry, product innovation, acquisition synergies and efficiencies, operational expansion and plans relating to corporate transactions. All such forward-looking statements are based on management’s current beliefs, expectations and assumptions, and are subject to risks, uncertainties and other factors that could cause actual results to differ materially from the results expressed or implied in this communication. Among the key factors that could cause actual results to differ materially from those expressed or implied in the forward-looking statements are the following: our ability to regain compliance with the Nasdaq rules and standards to the satisfaction of Nasdaq; our ability to integrate the operations of the FOH Online Corp. and Naked Brand Group, Inc. businesses; the risk that the projected value creation and efficiencies from the transaction with the FOH Online Corp. and Naked Brand Group, Inc. will not be realized; difficulties in maintaining customer, supplier, employee, operational and strategic relationships; the possibility that a robust market for Naked’s shares may not develop; our ability to raise additional financing; our ability to anticipate consumer preferences; and the other risks and uncertainties set forth under “Risk Factors” in our Annual Report on Form 20-F for the fiscal year ended January 31, 2018. Further, investors should keep in mind that our revenue and profits can fluctuate materially depending on many factors. Accordingly, our revenue and profits in any particular fiscal period may not be indicative of future results. We are under no obligation to, and expressly disclaim any obligation to, update or alter our forward-looking statements, whether as a result of new information, future events, changes in assumptions or otherwise, except as required by law.

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