
**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: August 2020

Commission File Number: 001-38544

NAKED BRAND GROUP LIMITED

(Translation of registrant's name into English)

c/o Bendon Limited, 8 Airpark Drive, Airport Oaks, Auckland 2022, New Zealand
(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-_____.

Other Events.

On August 19, 2020, the board of directors of Naked Brand Group Limited (the “Company”) determined to withdraw the 1-for-15 share consolidation proposal from consideration at the Company’s Annual General Meeting of Shareholders scheduled for August 28, 2020 (the “Annual General Meeting”). Accordingly, the Company will not proceed with the share capital consolidation at this time.

To reflect the withdrawal of the share consolidation proposal, the Company is sending an Addendum to the Notice of Annual General Meeting and a replacement proxy card, which are attached to this report as Exhibits 99.1 and 99.2, respectively.

If you have already submitted a proxy card (in the case of holders of record) or voting instructions (in the case of beneficial owners), and you do not wish to change your vote on the remaining proposals to be considered at the Annual General Meeting, you do not need to take any action. Your previously delivered proxy card or voting instructions will continue to be valid.

Exhibits.

Exhibit No. Description

99.1 [Addendum to Notice of Annual General Meeting.](#)

99.2 [Form of Replacement Proxy Card.](#)

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: August 21, 2020

NAKED BRAND GROUP LIMITED

By: /s/ Justin Davis-Rice

Name: Justin Davis-Rice

Title: Executive Chairman

Naked Brand Group Limited
ACN 619 054 938

ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING

Naked Brand Group Limited (ACN 619 054 938) (**Company**) hereby gives notice to Shareholders that, in relation to the Notice of Meeting dated 31 July 2020 in respect of the Annual General Meeting to be held at BDO Sydney, Level 11, 1 Margaret Street, SYDNEY NSW 2000, Australia on Friday, 28 August 2020 at 10:00 am (Sydney time) (**Notice of Meeting**), the Directors have resolved to:

- (a) delete Resolution 2 in its entirety. For the avoidance of doubt, this means Resolution 2 relating to the proposal to consolidate the Company's share capital through the conversion of every 15 ordinary shares in the Company to one ordinary share in the Company, is:
 - (i) deleted and has no effect in the Notice of Meeting; and
 - (ii) not the subject of any proposed resolution at the Annual General Meeting to be held on Friday, 28 August 2020; and
- (b) delete the explanation in the Explanatory Memorandum that exclusively relates to Resolution 2; and
- (c) supplement the information contained in the Explanatory Memorandum with this addendum (**Addendum**).

Other than as expressly set out in this Addendum, the Notice of Meeting and Explanatory Memorandum is not otherwise affected and remains the same.

The definitions used in this Addendum are as defined in the Notice of Meeting, unless otherwise defined in this Addendum.

PROXY FORM

Annexed to this Addendum is a replacement proxy form (**Replacement Proxy Form**). To ensure clarity of voting instructions by Shareholders on the Resolutions set out in the Notice of Meeting, Shareholders are advised to follow the following instructions if you have already completed and returned a Proxy Form which accompanied the Notice of Meeting (**Original Proxy Form**):

- (a) If you wish to change your vote on any of the remaining proposed Resolutions in the Notice of Meeting (being Resolution 1 and 3), you may withdraw your Original Proxy Form by completing and returning a Replacement Proxy Form.
- (b) If you do not wish to change your vote on either of Resolutions 1 and 3, you do not need to take any action. The Original Proxy Form that you have already returned will be accepted by the Company (unless you submit a Replacement Proxy Form).

This Addendum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisors prior to voting. Should you wish to discuss the matters set out in this Addendum, please do not hesitate to contact the Company Secretary by email at agm@nakedbrandgroup.com.

EXTENSION OF TIME TO SUBMIT PROXY FORM

The time to submit a proxy form has been extended. For the proxy form to be valid it must be submitted in accordance with the procedures set forth in the Notice of Meeting and associated Explanatory Memorandum by 7:00am (Sydney time) on Friday, 28 August 2020 (5:00pm (New York time) on Thursday, 27 August 2020).

DATED: 21 August 2020

BY ORDER OF THE BOARD OF NAKED BRAND GROUP LIMITED



Justin Davis-Rice
Company Secretary

Dated: 21 August 2020

YOUR VOTE IS IMPORTANT. PLEASE VOTE TODAY.


Vote by Internet – QUICK ★★ EASY
IMMEDIATE – 24 Hours a Day, 7 Days a Week or by Mail

**NAKED BRAND
GROUP LIMITED**

Your Internet vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card. Votes submitted electronically over the Internet must be received by 7:00 a.m., Sydney Time, on August 28, 2020 (5:00 p.m., New York Time, on August 27, 2020).

 **INTERNET –**
www.cstproxyvote.com


Use the Internet to vote your proxy. Have your proxy card available when you access the above website. Follow the prompts to vote your shares.

 **MAIL –** Mark, sign and date your proxy card and return it in the postage-paid envelope provided.

PLEASE DO NOT RETURN THE PROXY CARD IF YOU ARE VOTING ELECTRONICALLY.

▲ FOLD HERE · DO NOT SEPARATE · INSERT IN ENVELOPE PROVIDED ▲

PROXY
THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” PROPOSALS 1 AND 3.

Please mark your votes like this 

- | | | | | | | | | | | | | | | | |
|--|--|--------------------------|----------------|----------------|--------------------------|--------------------------|--------------------------|--|--|------------|----------------|----------------|--------------------------|--------------------------|--------------------------|
| 1. Election of Andrew Shape as a director. | <table border="0"> <tr> <td style="padding: 0 10px;">FOR</td> <td style="padding: 0 10px;">AGAINST</td> <td style="padding: 0 10px;">ABSTAIN</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table> | FOR | AGAINST | ABSTAIN | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 3. Ratification of the appointment of BDO Audit Pty Ltd. as Auditor. | <table border="0"> <tr> <td style="padding: 0 10px;">FOR</td> <td style="padding: 0 10px;">AGAINST</td> <td style="padding: 0 10px;">ABSTAIN</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table> | FOR | AGAINST | ABSTAIN | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| FOR | AGAINST | ABSTAIN | | | | | | | | | | | | | |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | | | | | | | | | | |
| FOR | AGAINST | ABSTAIN | | | | | | | | | | | | | |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | | | | | | | | | | |
| 2. [Intentionally omitted] | | | | | | | | | | | | | | | |

CONTROL NUMBER

Signature _____ Signature, if held jointly _____ Date _____, 2020.
Note: Please sign exactly as name appears hereon. When shares are held by joint owners, both should sign. When signing as attorney, executor, administrator, trustee, guardian, or corporate officer, please give title as such.

**Important Notice Regarding the Internet Availability of Proxy
Materials for the Annual General Meeting of Stockholders.**

**The 2020 Proxy Statement and Addendum and the
2020 Annual Report to Stockholders are available at:
<https://www.cstproxy.com/nakedbrands/2020>**

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PROXY

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

NAKED BRAND GROUP LIMITED

**Proxy for the Annual General Meeting of Stockholders
to be held at 10:00 a.m., Sydney Time, on August 28, 2020**

The undersigned appoints Justin Davis-Rice as proxy, with the power to appoint his substitute, and authorizes him to represent and to vote, as designated on the reverse hereof, all of the ordinary shares held of record by the undersigned at the close of business on July 27, 2020 at the Annual General Meeting of Stockholders of Naked Brand Group Limited to be held at 10:00 a.m., Sydney Time, on August 28, 2020 (8:00 p.m., New York Time, on August 27, 2020), or at any adjournment thereof.

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED AS INDICATED. IF NO CONTRARY INDICATION IS MADE, THE PROXY WILL BE VOTED IN FAVOR OF PROPOSALS 1 AND 3, AND IN ACCORDANCE WITH THE JUDGMENT OF THE PERSONS NAMED AS PROXY HEREIN ON ANY OTHER MATTERS THAT MAY PROPERLY COME BEFORE THE ANNUAL GENERAL MEETING. THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS.

(Continued, and to be marked, dated and signed, on the other side)
