

**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: April 2021

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-_____.

Submission of Matters to a Vote of Security Holders.

On January 21, 2021, Naked Brands Group Limited (the "Company") announced its plans to undertake a transformative restructure in which it will dispose of its bricks-and-mortar operations in order to focus exclusively on its e-commerce business. To that end, the Company signed a non-binding and non-exclusive term sheet to divest itself of its Bendon Limited ("Bendon") subsidiary, to a group composed of existing management of the Company, including Justin Davis-Rice, the Executive Chairman and Chief Executive Officer of the Company, and Anna Johnson, the Chief Executive Officer of Bendon. The Company proposes to sign a conditional share sale agreement for the sale of all of the issued share capital in Bendon to the management group (the "Proposed Transaction").

At 10:00 a.m. Sydney time on April 23, 2021 (8:00 p.m. New York time on April 22, 2021), the Company held an Extraordinary General Meeting of Shareholders (the "EGM"). Under the Company's constitution and Australian law, a quorum was present. The sole item of business considered by the Company's shareholders at the EGM was a proposal to consider the following ordinary resolution: "That for the purpose of section 208 of the Corporations Act 2001 (Cth) and for all other purposes, the giving of financial benefits to related parties of the Company in connection with the Proposed Transaction as set out in the Explanatory Memorandum is approved."

A preliminary tabulation of votes cast for and against the proposal, as well as the number of abstentions and broker non-votes with respect to the proposal, is as follows:

For	Against	Abstain	Broker Non-Vote
114,110,220	1,974,307	702,168	—

The Company will disclose the final tabulation of the votes cast for and against the proposal promptly after they become available.

On April 23, 2021, the Company issued a press release announcing the results of the EGM. The press release is attached to this report as an exhibit and is incorporated herein by reference.

The information contained in this Form 6-K, including the exhibits hereto, shall be incorporated by reference in the Company's registration statements on Form F-3 and F-1 (File Nos. 333-226192, 333-230757, 333-232229, 333-235801, 333-243751, 333-249490, 333-249547 and 333-254245) and the prospectuses included therein.

Exhibits

Exhibit No. Description

99.1 [Press Release.](#)

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: April 23, 2021

NAKED BRAND GROUP LIMITED

By: /s/ Justin Davis-Rice

Name: Justin Davis-Rice

Title: Executive Chairman and Chief Executive Officer



Naked Brand Group Announces Preliminary Results of Extraordinary General Meeting

Shareholders Vote for Approval of Proposed Transaction to Divest Bendon Brick-and-Mortar Operations

Resolution Approval Now Positions Naked to Execute on Digital Transformation Strategy to Become an E-commerce Leader in the Intimate Apparel Market with \$270 Million of Cash and No Debt

SYDNEY, AUSTRALIA – April 23, 2021 — **Naked Brand Group Limited (Nasdaq: NAKD)** (“Naked” or the “Company”), a global leader in intimate apparel, today announced that, based on the preliminary vote tallies from its Extraordinary General Meeting of its shareholders held on Friday, April 23, 2021 at 10:00 am (Sydney time), Naked’s shareholders voted to approve the Company’s proposed divestiture of its Bendon brick-and-mortar operations. The final tallies will be disclosed promptly after they become available. With shareholder support, the Company expects to sign the definitive agreement for the proposed divestiture and simultaneously close the transaction on or about Friday, April 30, 2021.

Justin Davis-Rice, Naked’s Chief Executive Officer, stated, “On behalf of our board and management team, I would like to thank our shareholders for their continued support and their approval of the proposed divestiture that we believe will unlock tremendous shareholder value in the months to come. With available cash of \$270 million, a clean balance sheet with no debt and a re-energized management team and board of directors, I could not be more excited to execute on our business strategy to ultimately drive revenue growth with positive free cash flow. Our Frederick’s of Hollywood e-commerce business continues to perform, and we are currently evaluating several synergistic acquisition targets that could position Naked as a strong player in intimate apparel. In summary, today’s vote closes the chapter on the Company’s underperforming brick-and-mortar business and now positions Naked for the next cycle of growth initiatives that we expect to reward shareholders in 2021 and beyond,” concluded Davis-Rice.

Due to technical difficulties during the Extraordinary General Meeting some attendees were not able to listen to the full meeting in a listen only mode. A full transcript of the EGM is currently posted in the investor relations section of the Company’s website [here](#) and labeled Extraordinary General Meeting Transcript.

Proposed Divestiture

On January 21, 2021, Naked Brands Group Limited announced its plans to undertake a transformative restructure in which it will dispose of its unprofitable bricks-and-mortar operations in order to focus exclusively on the planned rapid acceleration of its e-commerce business. To that end, the Company signed a nonbinding and non-exclusive term sheet to divest itself of its subsidiary Bendon Limited (“Bendon”) to a group composed of existing management of the Company, including Justin Davis-Rice, the Executive Chairman and CEO of the Company and Anna Johnson, the CEO of Bendon.

Once the final vote tallies are available, Naked proposes to sign a conditional share sale agreement for the sale of all of the issued share capital in Bendon to JADR Holdings Pty Limited, as trustee for the JDR Family Trust No 2, and Matana Intimates Holdings Trustee Limited, as trustee for the Matana Intimates Holding Trust (together, the “Buyers”), which are associated with Mr. Davis-Rice and Ms. Johnson, respectively. The conditional share sale agreement is otherwise on terms that are customary for a management buy-out agreement of this nature including the provision by the Buyers of ‘reverse warranties’ in favor of the Company.



Effects of Proposed Transaction on the Company

As a result of the Proposed Transaction, the Company will be free to focus its development efforts on the Frederick’s of Hollywood online business, as well as strategic acquisitions in the e-commerce space that not only compliment the Frederick’s of Hollywood online business, but provide the opportunity to generate cross business operational synergies. Naked has recently raised capital through the public markets that the board believes is better deployed in complimentary growth businesses in the high margin e-commerce sector. This could also involve investment in technologies that strengthen the Company’s offering and customer experience, that could include but not be limited to the e-commerce platform, body scanning and artificial intelligence. As a result of the proposed divestiture, the Company will be free to invest its capital in developing value rather than funding Bendon losses, or funding expensive capital raises to keep the core Bendon business operating.

For more information on the Proposed Transaction, please click [here](#).

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 8 company-owned and licensed brands, catering to a broad cross-section of consumers and market segments. Brands include Bendon, Bendon Man, Davenport, Fayreform, Hickory, Lovable, Pleasure State and Fredericks of Hollywood. 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 the divestiture of Naked’s brick-and-mortar operations, the deployment of capital, future acquisitions, continued trading in our securities on Nasdaq, future financial performance, future cost savings, future growth in our business, trends in our industry, product innovation, operational expansion and restructuring initiatives. 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: the risk that a definitive agreement for the divestiture of Naked’s brick-and-mortar operations is not signed or the sale does not close; the risk that our restructuring initiative and our focus on direct-to-consumer and e-commerce channels does not achieve the expected benefits; the impact of COVID-19; our ability to maintain sufficient inventory; the risk that we do not maintain compliance with Nasdaq’s continued listing standards; our ability to identify and consummate acquisitions of accretive businesses, and realize the expected benefits of such transactions; our ability to develop, commercialize and obtain

market acceptance of our current technology and any technology we develop or acquire in the future; difficulties in maintaining customer, supplier, employee, operational and strategic relationships; the possibility that a robust market for our shares is not maintained; 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, 2020 and in our other filings with the Securities and Exchange Commission. 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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