
**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: November 2021

Commission File Number: 001-38544

NAKED BRAND GROUP LIMITED

(Translation of registrant's name into English)

Level 61, MLC Centre, 25 Martin Place, Sydney, New South Wales 2000, 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):

Other Events

On November 17, 2021, Naked Brand Group Limited (the "Company") filed a prospectus supplement with the Securities and Exchange Commission (the "SEC") relating to ordinary shares of the Company to be resold from time to time by the selling shareholder identified therein. The prospectus supplement forms a part of the Company's Registration Statement on Form F-3 (Reg. No. 333-256258), which was filed with the SEC and became effective on May 18, 2021.

Mills Oakley, counsel to the Company, has issued an opinion to the Company, dated November 17, 2021, regarding the validity of such ordinary shares. A copy of the opinion is filed as Exhibit 5.1 to this Report of Foreign Private Issuer on Form 6-K.

The information contained in this Report on Form 6-K, including the exhibits hereto, shall be incorporated by reference in the Company's registration statements on Form F-3 (File Nos. 333-226192, 333-230757, 333- 232229, 333-235801, 333-243751, 333-249490, 333-249547, 333-254245, and 333-256258) and the prospectuses included therein.

Exhibits

Exhibit No. Description

5.1 [Opinion of Mills Oakley](#)

23.1 [Consent of Mills Oakley \(included in Exhibit 5.1\)](#)

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: November 17, 2021

NAKED BRAND GROUP LIMITED

By: /s/ Justin Davis-Rice

Name: Justin Davis-Rice

Title: Chief Executive Officer



17 November 2021 (Sydney, Australia time)

The Directors
Naked Brand Group Limited
Level 61, MLC Centre
25 Martin Place, Sydney
NSW 2000 Australia

Mills Oakley
ABN: 51 493 069 734

Our ref: DDSS/JYKS/3533854

All correspondence to:
PO Box H316
AUSTRALIA SQUARE NSW 1215
DX 13025 Sydney Market Street

Contact
Danny Simmons +61 2 9121 9073
Email: dsimmons@millsOakley.com.au

Partner
Danny Simmons +61 2 9121 9073
Email: dsimmons@millsOakley.com.au

Dear Sirs

Naked Brand Group Limited

1. Our role

We have been requested to provide an Australian legal opinion in respect of the proposed issue of up to 173,403,194 Ordinary Shares (as defined in the Prospectus) in Naked Brand Group Limited (ACN 619 054 938) (**Company**) in accordance with the prospectus on Form F-3 (**Prospectus**) to be filed by the Company with the United States Securities and Exchange Commission (**SEC**) which forms part of an existing registration statement on Form F-3 that the Company filed with the SEC using an “automatic shelf” registration process (**Registration Statement**).

2. Documents

We have examined and relied on copies, drafts or conformed copies of the following documents:

- (a) a draft form of the Prospectus (excluding exhibits);
- (b) the November 2021 SPA (as defined in the Prospectus);
- (c) a draft form of the Report of Foreign Private Issuer on Form 6-K which will attach a copy of this opinion;
- (d) a current company extract obtained as at 9:27am AEDT on 16 November 2021, from the records of the Company which are available to the public on a database maintained by the Australian Securities and Investments Commission (**ASIC**);
- (e) the Certificate of Registration dated 11 May 2017, which certifies that the Company is a registered company under the *Corporations Act 2001* (Cth) (**Corporations Act**) and is taken to be registered in the State of New South Wales in Australia;

MELBOURNE | SYDNEY | BRISBANE | CANBERRA | PERTH
MILLS OAKLEY | ABN: 51 493 069 734 | info@millsOakley.com.au | www.millsOakley.com.au

Page 2 of 4

- (f) the Certificate of Registration on Change of Name dated 13 June 2018, which certifies that the Company changed its name to Naked Brand Group Limited on the date of such certificate;
- (g) the Constitution of the Company (**Constitution**);
- (h) a special resolution of the sole shareholder of the Company dated 19 June 2018 whereby the Company adopted the Constitution; and
- (i) such corporate documents and records of the Company and such other instruments, certificates and documents as we have deemed necessary or appropriate as a basis for the opinions hereinafter expressed.

3. Opinion

On the basis of the assumptions, qualifications and terms set out in this opinion, we are of the opinion that:

- (a) (**Incorporation**) the Company is a corporation incorporated and existing under the laws of the Commonwealth of Australia, taken to be registered in New South Wales and is capable of suing and being sued in its corporate name; and
- (b) (**Ordinary Shares validly issued**) when the Ordinary Shares are issued, sold and paid for as contemplated in the November 2021 SPA, the Prospectus, the Registration Statement and in accordance with the Constitution of the Company, and are registered in the Register of Members of the Company, the Ordinary Shares will be validly issued and fully paid.

4. Assumptions

We have assumed without investigation:

- (a) the authenticity of all signatures, seals, duty stamps and markings;
- (b) the completeness, and conformity to originals, of all non-original or incomplete documents submitted to us;
- (c) the board of directors of the Company will approve the allotment and issue of the Ordinary Shares in accordance with the Constitution and the Corporations Act and such shares will otherwise be issued in compliance with the Constitution and the Corporations Act;
- (d) upon issue, each holder of the Ordinary Shares will have fully paid the amount payable to the Company for their Ordinary Shares;
- (e) that any document recording the authorisation of the transactions contemplated by the Prospectus, including the issue of the Ordinary Shares, is a true, complete and accurate record of an authorisation which is valid in all respects;
- (f) that all authorisations, approvals or licences required under any law (including any Relevant Law (as defined below)) for any party (other than the Company) to enter into or to perform any of its obligations under a transaction contemplated by the Prospectus have been obtained, remain valid and subsisting and have been complied with;
- (g) that no law or official directive of any jurisdiction, other than a Relevant Jurisdiction (as defined below), affects any of the opinions expressed;

Page 3 of 4

- (h) that the implementation of the transactions or matters contemplated by the Prospectus will not involve an illegal or improper purpose under any law, including any Relevant Law (as defined below);
- (i) upon issue, the Ordinary Shares will be, duly registered, and will continue to be registered, in the Company's Register of Members;
- (j) the details revealed by our search of public registers maintained by governmental or other regulatory authorities are true and correct and up to date at the date of our search and have been properly and accurately recorded in those registers by those authorities. We note that ASIC expressly disclaims any liability arising from the use of its service;
- (k) that the Prospectus has not been amended in any material respect to the draft provided to us and that it was duly filed with the SEC;
- (l) that the November 2021 SPA has not been amended in any material respect to the copy provided to us;
- (m) insofar as any obligation under any document examined is to be performed in any jurisdiction other than a Relevant Jurisdiction (as defined below), its performance will not be illegal or unenforceable under the law of that jurisdiction; and
- (n) that the formalities for execution required by the law of the place of execution of each document examined have or will be complied with.

5. Qualifications

This opinion is subject to the following qualifications:

- (a) this opinion is given only in respect to the laws of the Commonwealth of Australia in force as at 9:00am (AEDT) on the date of this opinion (**Relevant Jurisdiction**); and
- (b) we express no opinion as to:
 - (i) the laws of any jurisdictions other than the laws of the Relevant Jurisdiction (**Relevant Law**);
 - (ii) the implications of any pending or foreshadowed legislative amendment or proposal in the Relevant Jurisdiction;
 - (iii) factual or commercial matters; or
 - (iv) taxation, including the effect of any Relevant Laws relating to taxation (including, without limitation, the imposition or payment of any stamp duty in connection with the transactions contemplated in the Prospectus).

6. Benefit and reliance

- (a) This opinion is issued to the Company only for the Company's sole benefit and may not, without our prior written consent, be:
 - (i) used or relied on by another person or used or relied upon for any other purpose. We expressly exclude any duty to any person other than the addressee in relation to this opinion, unless otherwise agreed by us in writing;

Page 4 of 4

- (ii) transmitted or disclosed to another person, except:
 - (A) to persons who in the ordinary course of the Company's business have access to the Company's papers and records on the basis that they will make no further disclosure;
 - (B) if required by law or in accordance with an official directive; or
 - (C) in connection with any litigation in relation to the documents mentioned in this document; or
- (iii) filed with a government or other agency or quoted or referred to in a public document.
- (b) This opinion is strictly limited to the matters stated in it and does not apply by implication to other matters.
- (c) No assumption or qualification in this opinion limits any other assumption or qualification in it.

- (d) We have not provided, and are not required to provide, advice on the legal effect of any of the assumptions or qualifications in this opinion. Persons entitled to rely on this opinion should obtain their own legal advice on the effect, completeness and extent of application of those assumptions and qualifications.

This opinion is governed by the laws of New South Wales, Australia. We are under, and assume, no obligation to inform you of, or advise you on, any future changes to these or any other laws.

We hereby consent to the use of this opinion as an exhibit to the Prospectus, which is incorporated by reference into the Registration Statement, and to the use of our name as your counsel, and to all references made to us in the Registration Statement and Prospectus. In giving this consent, we do not hereby admit that we are "experts" within the meaning of the U.S. Securities Act of 1933 or the rules and regulations of the SEC promulgated thereunder with respect to any part of the Registration Statement.

Yours sincerely

A handwritten signature in blue ink, appearing to read "D. Simmons", with a stylized flourish at the end.

DANIEL SIMMONS
PARTNER
