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The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM D

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076

Estimated average burden

hours per response: 4.00

1. Issuer's Identity

<b>CIK (Filer ID Number)</b>	<b>Previous Names</b>	None	<b>Entity Type</b>
<a href="#">0001707919</a>	BENDON GROUP HOLDINGS LTD		<input checked="" type="checkbox"/> Corporation
<b>Name of Issuer</b>	Bendon Group Holdings Limited		<input type="checkbox"/> Limited Partnership
NAKED BRAND GROUP Ltd			<input type="checkbox"/> Limited Liability Company
<b>Jurisdiction of Incorporation/Organization</b>			<input type="checkbox"/> General Partnership
AUSTRALIA			<input type="checkbox"/> Business Trust
<b>Year of Incorporation/Organization</b>			<input type="checkbox"/> Other (Specify)
Over Five Years Ago			
<input checked="" type="checkbox"/> Within Last Five Years (Specify Year) 2017			
<input type="checkbox"/> Yet to Be Formed			

2. Principal Place of Business and Contact Information

<b>Name of Issuer</b>			
NAKED BRAND GROUP Ltd			
<b>Street Address 1</b>		<b>Street Address 2</b>	
C/O BENDON LIMITED		BUILDING 7B, HUNTLEY STREET	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>	<b>Phone Number of Issuer</b>
ALEXANDRIA, NSW	AUSTRALIA	2015	+61 2 9384 2400

3. Related Persons

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Davis-Rice	Justin	
<b>Street Address 1</b>	<b>Street Address 2</b>	
c/o Bendon Limited	Building 7B, Huntley Street	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Alexandria, NSW	AUSTRALIA	2015
<b>Relationship:</b> <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Johnson	Anna	
<b>Street Address 1</b>	<b>Street Address 2</b>	
c/o Bendon Limited	Building 7B, Huntley Street	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Alexandria, NSW	AUSTRALIA	2015
<b>Relationship:</b> <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Adams	David	
Street Address 1	Street Address 2	
c/o Bendon Limited	Building 7B, Huntley Street	
City	State/Province/Country	ZIP/PostalCode
Alexandria, NSW	AUSTRALIA	2015
<b>Relationship:</b> X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Hayes	Paul	
Street Address 1	Street Address 2	
c/o Bendon Limited	Building 7B, Huntley Street	
City	State/Province/Country	ZIP/PostalCode
Alexandria, NSW	AUSTRALIA	2015
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Shape	Andy	
Street Address 1	Street Address 2	
c/o Bendon Limited	Building 7B, Huntley Street	
City	State/Province/Country	ZIP/PostalCode
Alexandria, NSW	AUSTRALIA	2015
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Fitzalan	Kelvin	
Street Address 1	Street Address 2	
c/o Bendon Limited	Building 7B, Huntley Street	
City	State/Province/Country	ZIP/PostalCode
Alexandria, NSW	AUSTRALIA	2015
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

#### 4. Industry Group

Agriculture	Health Care	X Retailing
Banking & Financial Services	Biotechnology	Restaurants
Commercial Banking	Health Insurance	Technology
Insurance	Hospitals & Physicians	Computers
Investing	Pharmaceuticals	Telecommunications
Investment Banking	Other Health Care	Other Technology
Pooled Investment Fund	Manufacturing	Travel
Is the issuer registered as an investment company under the Investment Company Act of 1940?	Real Estate	Airlines & Airports
Yes	Commercial	Lodging & Conventions
No	Construction	Tourism & Travel Services
Other Banking & Financial Services	REITS & Finance	Other Travel

Business Services

Residential

Other

Energy

Other Real Estate

Coal Mining

Electric Utilities

Energy Conservation

Environmental Services

Oil & Gas

Other Energy

5. Issuer Size

**Revenue Range**

**OR**

**Aggregate Net Asset Value Range**

No Revenues

No Aggregate Net Asset Value

\$1 - \$1,000,000

\$1 - \$5,000,000

\$1,000,001 - \$5,000,000

\$5,000,001 - \$25,000,000

\$5,000,001 -

\$25,000,001 - \$50,000,000

\$25,000,000

\$25,000,001 -

\$50,000,001 - \$100,000,000

\$100,000,000

Over \$100,000,000

Over \$100,000,000

X Decline to Disclose

Decline to Disclose

Not Applicable

Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

Investment Company Act Section 3(c)

Rule 504(b)(1) (not (i), (ii) or (iii))

Section 3(c)(1)

Section 3(c)(9)

Rule 504 (b)(1)(i)

Section 3(c)(2)

Section 3(c)(10)

Rule 504 (b)(1)(ii)

Section 3(c)(3)

Section 3(c)(11)

Rule 504 (b)(1)(iii)

Section 3(c)(4)

Section 3(c)(12)

X Rule 506(b)

Rule 506(c)

Section 3(c)(5)

Section 3(c)(13)

Securities Act Section 4(a)(5)

Section 3(c)(6)

Section 3(c)(14)

Section 3(c)(7)

7. Type of Filing

X New Notice Date of First Sale 2019-07-24 First Sale Yet to Occur

Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes X No

9. Type(s) of Securities Offered (select all that apply)

Equity

Pooled Investment Fund Interests

Debt

Tenant-in-Common Securities

X Option, Warrant or Other Right to Acquire Another Security

Mineral Property Securities

X Security to be Acquired Upon Exercise of Option, Warrant or

Other Right to Acquire Security

Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?

Yes X No

Clarification of Response (if Necessary):

#### 11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

#### 12. Sales Compensation

Recipient	Recipient CRD Number	None
H.C.WAINWRIGHT & CO., LLC	375	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None	
None	None	

##### Street Address 1

430 PARK AVENUE

City

NEW YORK

State(s) of Solicitation (select all that apply)  
Check "All States" or check individual States

All States  Foreign/non-US

##### Street Address 2

4TH FLOOR

State/Province/Country

NEW YORK

ZIP/Postal Code

10022

CALIFORNIA

CONNECTICUT

FLORIDA

ILLINOIS

NEW JERSEY

NEW YORK

#### 13. Offering and Sales Amounts

Total Offering Amount \$1,575,000 USD or Indefinite

Total Amount Sold \$1,575,000 USD

Total Remaining to be Sold \$0 USD or Indefinite

Clarification of Response (if Necessary):

The company issued warrants for 15,750,000 ordinary shares to institutional accredited investors in a private placement simultaneously with the sale of 15,750,000 ordinary shares to such investors, at a price of \$0.10 per share, in a registered offering.

#### 14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

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#### 15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$126,000 USD Estimate

Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

The company paid the broker a cash fee of \$126,000 and issued to its designees warrants for 1,260,000 ordinary shares. The Company also reimbursed the broker for accountable expenses of \$40,000.

#### 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide

an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

The net proceeds of the offering will be used for general corporate purposes.

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
NAKED BRAND GROUP Ltd	/s/ Justin Davis-Rice	Justin Davis-Rice	Executive Chairman	2019-08-07

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.