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

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**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: October 2021

Commission File Number: 001-38544

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**NAKED BRAND GROUP LIMITED**

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(Translation of registrant's name into English)

Level 61, MLC Centre, 25 Martin Place, Sydney, NSW 2000, Australia

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(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):

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## Other Events

On October 26, 2021, Naked Brand Group Limited (the “Company”) received a notification from The Nasdaq Stock Market (“Nasdaq”) stating that the Company will be afforded an additional 180 calendar day period (or until April 25, 2022) to regain compliance with Nasdaq’s minimum bid price requirement.

As previously disclosed, on April 26, 2021, the Company received a notice from Nasdaq stating that, for the 30 consecutive business days ending April 23, 2021, 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 an initial 180-day period to regain compliance with the minimum bid price requirement. The notification letter also stated that in the event the Company did not regain compliance within the initial 180-day period, the Company could be eligible for additional time.

The Company did not regain compliance with the minimum bid price requirement during the initial 180-day period. However, Nasdaq determined that the Company was eligible for the additional 180-day period within which to regain compliance. 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 Company intends to cure the deficiency during the additional 180-day period by effecting a reverse stock split, if necessary.

## Exhibits

Exhibit No.	Description
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99.1	<a href="#">Press release.</a>
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*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, 333-254245 and 333-256258) and the prospectuses included therein.*

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**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: October 27, 2021

NAKED BRAND GROUP LIMITED

By: /s/ Justin Davis-Rice

Name: Justin Davis-Rice

Title: Executive Chairman and Chief Executive Officer

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### **Naked Brand Group Receives Extension to Regain Compliance with NASDAQ Minimum Bid Price Rule**

**SYDNEY, AUSTRALIA – October 27, 2021** — Naked Brand Group Limited (Nasdaq: NAKD) (“Naked” or the “Company”) today announced that the Company has been granted a 180-day extension, or until April 25, 2022, to regain compliance with Nasdaq’s \$1.00 minimum bid price requirement as set forth in Listing Rule 5550(a)(2) (the “Rule”).

On April 26, 2021, Nasdaq had notified the Company that its ordinary shares had failed to maintain a minimum bid price of \$1.00 over the previous 30 consecutive business days as required by the Rule. The notification letter stated that the Company would be afforded an initial 180 calendar days to regain compliance with the Rule.

On October 26, 2021, after the expiration of the initial 180-day compliance period, Nasdaq notified the Company of the extension. Nasdaq’s staff had determined that the Company was eligible under Listing Rule 5810(c)(3)(A) for an additional 180 calendar day period to regain compliance.

In order to regain compliance with the Rule, the Company is required to maintain a minimum closing bid price of \$1.00 or more for a minimum of 10 consecutive trading days at any time during this additional time period.

#### **About Naked Brand Group Limited:**

Naked Brand Group Limited (NASDAQ: NAKD) is a leading e-commerce business in intimate apparel. The company is the exclusive seller and marketer of renowned intimate apparel brand Fredericks of Hollywood via its online store [www.fredericks.com](http://www.fredericks.com). For more information about the company, please visit [www.nakedbrands.com](http://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 deployment of capital and future acquisitions. 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: risks related to our ability to identify and consummate acquisitions of accretive businesses, and realize the expected benefits of such transactions; the risk that our restructuring initiative does not achieve the expected benefits; the impact of COVID-19; our ability to maintain sufficient inventory; the risk that we do not regain, and thereafter maintain, compliance with Nasdaq’s continued listing standards; 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 other risks and uncertainties set forth under “Risk Factors” in our Annual Report on Form 20-F for the fiscal year ended January 31, 2021 and in our other filings with the Securities and Exchange Commission. 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.

#### **Investor Contact:**

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