
**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: October 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 October 6, 2020, Naked Brand Group Limited (the “Company”) issued a press release announcing that it had received a letter from the Listing Qualifications Department of The Nasdaq Capital Market (“Nasdaq”) notifying the Company that it has regained compliance with minimum stockholder’s equity requirement for continued listing on the Nasdaq Capital Market under Nasdaq Listing Rule 5550(b). A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The Company remains out of compliance with the requirement to have a minimum bid price of at least US\$1.00 per share for continued listing under Nasdaq Listing Rule 5550(a)(2). The Company initially has until November 23, 2020 to regain compliance with the minimum bid price requirement. In the event the Company does not regain compliance by such date, the Company may be eligible for an additional 180 calendar days.

The information contained in this Form 6-K, including the exhibits hereto, and in the two Reports of Foreign Private Issuers on Form 6-K filed by the Company on October 5, 2020, which are incorporated herein by reference, 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 and 333-243751) and the prospectuses included therein.

Exhibits

<u>Exhibit No.</u>	<u>Description</u>
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: October 6, 2020

NAKED BRAND GROUP LIMITED

By: /s/ Justin Davis-Rice

Name: Justin Davis-Rice

Title: Executive Chairman



Naked Brand Group Limited Regains Compliance with Nasdaq Minimum Stockholder's Equity

NASDAQ Notifies Company of Compliance with Stockholder's Equity Requirement

SYDNEY – October 6, 2020 — Naked Brand Group Limited (Nasdaq: NAKD) ("Naked" or the "Company"), a global leader in intimate apparel and swimwear, has received a letter from the Listing Qualifications Department of The Nasdaq Capital Market ("Nasdaq") notifying the Company that it has regained compliance with minimum stockholder's equity requirement for continued listing on Nasdaq.

Nasdaq has determined that Naked complies with Listing Rule 5550(b), which requires a minimum stockholders' equity of \$2.5 million for companies, like Naked, that rely on the equity standard for continued listing. The Company achieved compliance by completing the transactions described in its Current Report on Form 6-K filed today with the SEC.

"We are grateful to our investors for their patience and support while the management team and board of directors worked to regain compliance," said Anna Johnson, Chief Executive Officer of Naked. "With this matter now resolved and a fortified balance sheet, we remain focused on driving growth to create value for our shareholders."

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 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 our restructuring initiative and our focus on direct-to-consumer channels does not achieve the expected benefits; the impact of COVID-19; our ability to maintain sufficient inventory; the risk that we do not regain, or do not thereafter maintain, compliance with Nasdaq's continued listing standards; 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. 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.

Investor Contact:

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