
**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: August 2019

Commission File Number: 001-38544

NAKED BRAND GROUP LIMITED

(Translation of registrant's name into English)

c/o Bendon Limited, Building 7B, Huntley Street, Alexandria, NSW 2015, 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):

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-_____.

Item 8.01. Other Events.

On August 19, 2019, Naked Brand Group Limited (the “Company”) closed on the sale of 28,571,431 ordinary shares, no par value, of the Company (“Ordinary Shares”), pursuant to its previously announced registered direct offering of Ordinary Shares to certain institutional and accredited investors at a price of \$0.07 per share (the “Cash Offering”). The investors also received, in a concurrent private placement, warrants (the “Warrants”) to purchase up to 28,571,431 Ordinary Shares, representing 100% of the aggregate number of Ordinary Shares purchased by the investors in the Cash Offering, at an exercise price of \$0.07 per share (the “Private Placement”). The Cash Offering generated aggregate gross proceeds of \$2,000,000.

H.C. Wainwright & Co., LLC (“H.C. Wainwright”) acted as the placement agent for the Cash Offering and the Private Placement. The Company paid H.C. Wainwright an aggregate cash fee of \$160,000 and issued to H.C. Wainwright’s designees warrants (the “Placement Agent Warrants”) to purchase an aggregate of 2,285,714 Ordinary Shares at an exercise price of \$0.0875 per share.

The Company also has closed on the sale of 57,142,857 Ordinary Shares, pursuant to its previously announced registered direct offering of Ordinary Shares to certain of its suppliers at a price of \$0.07 per share (the “Supplier Offering”). The purchase price was paid through the cancellation of trade payables due to the suppliers and the establishment of prepayment credits in an amount equal to the aggregate purchase price, or \$4,000,000.

After deducting the placement agent’s fees and estimated expenses payable by the Company in connection with the offerings, the net cash proceeds to the Company are expected to be approximately \$1.75 million (which does not include approximately \$4.00 million in cancelled trade payables and prepayment credits in the Supplier Offering). The Company intends to use the net cash proceeds for working capital and other general corporate purposes.

Effective as of the closing of the Cash Offering, the exercise prices of certain outstanding warrants to purchase 18,550,000 Ordinary Shares held by certain of the investors in the Cash Offering were reduced to \$0.07 per share. The exercise price of the warrants had previously been \$0.10 per share.

The Supplier Offering, the Cash Offering and the Private Placement are more fully described in the Company’s Report of Foreign Issuer on Form 6-K filed on August 16, 2019, and such description is incorporated herein by reference.

Each of the Cash Offering and the Supplier Offering are being made pursuant to a prospectus supplement dated August 14, 2019 and an accompanying base prospectus, which are part of the Company’s “shelf” Registration Statement on Form F-3 (File No. 333-232229), declared effective by the Securities and Exchange Commission on July 1, 2019. The Warrants, the Placement Agent Warrants and the Ordinary Shares underlying the Warrants and Placement Agent Warrants are not being registered under the Securities Act of 1933, as amended (the “Securities Act”), and are not being offered pursuant to the Registration Statement. The Warrants, the Placement Agent Warrants and the Ordinary Shares underlying the Warrants and Placement Agent Warrants are being offered pursuant to the exemption provided in Section 4(a)(2) of the Securities Act and Rule 506(b) thereunder.

The information contained in this Report of Foreign Private Issuer on Form 6-K shall be incorporated by reference in the Company’s registration statements on Form F-3 (File Nos. 333-226192, 333-230757 and 333-232229) and the prospectuses included therein.

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: August 20, 2019

NAKED BRAND GROUP LIMITED

By: /s/ Justin Davis-Rice

Name: Justin Davis-Rice

Title: Executive Chairman
