

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

**FORM 8-A**

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF  
THE SECURITIES EXCHANGE ACT OF 1934

**Digital Brands Group, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation or organization)

**46-1942864**  
(I.R.S. Employer Identification No.)

**1400 Lavaca Street**  
**Austin, TX 78701**  
(Address of principal executive offices including zip code)

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of each class<br>to be so registered                                | Name of each exchange on which<br>each class is to be registered |
|---|--|
| Common Stock, par value \$0.0001 per share                                | The Nasdaq Stock Market LLC                                      |
| Warrants to purchase shares of Common Stock, par value \$0.0001 per share | The Nasdaq Stock Market LLC                                      |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

**Securities Act registration statement or Regulation A offering statement file number to which this form relates:**  
**333-255193**

**Securities to be registered pursuant to Section 12(g) of the Act: None**

**Item 1. Description of Registrant's Securities to be Registered**

A description of the securities of Digital Brands Group, Inc. (the "Registrant") being registered hereunder is set forth under the heading "Description of Capital Stock" contained in the Registrant's Registration Statement on Form S-1 (File No. 333-255193), as initially filed with the Securities and Exchange Commission (the "Commission") on April 12, 2021, as amended (the "Registration Statement"), which description is incorporated herein by reference. The description of the Registrant's securities included in any form of prospectus subsequently filed by the Registrant with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, shall also be deemed to be incorporated herein by reference.

**Item 2. Exhibits**

Under the "Instructions as to Exhibits" section of Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on The Nasdaq Stock Market LLC and the securities to be registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: May 10, 2021

**DIGITAL BRANDS GROUP, INC.**

By: /s/ John Hilburn Davis IV  
John Hilburn Davis IV  
President and Chief Executive Officer