

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**DIGITAL BRANDS GROUP, INC.**

(Exact name of registrant as specified in its charter)

Delaware 5699 46-1942864
(State or other jurisdiction of incorporation or organization) (Primary Standard Industrial Classification Code Number) (I.R.S. Employer Identification Number)1400 Lavaca Street
Austin, TX 78701
(209) 651-0172

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

John Hilburn Davis IV
President and Chief Executive Officer
1400 Lavaca Street
Austin, TX 78701
(209) 651-0172

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Thomas J. Poletti
Veronica Lah
Manatt, Phelps & Phillips, LLP
695 Town Center Drive, 14th Floor
Costa Mesa, CA 92646
(714) 312-7500Andrew M. Tucker
Nelson Mullins LLP
101 Constitution Avenue, NW Suite 900
Washington, D.C. 20001
(202) 689-2000**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this Registration Statement.If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. Registration No. 333-255193If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicated by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a small reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title Of Each Class Of Securities To Be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee
Common Stock \$0.0001 par value(2) (3)(4)	471,084 shares	\$4.15	\$ 1,954,999*	\$213.29
Warrants to purchase shares of Common Stock, par value \$0.0001 per share(3)(4)(5)	--	--	--	--
Common Stock, par value \$0.0001 per share underlying warrants(2)	471,084	\$4.57	\$2,152,854	\$234.88
Underwriters' Warrants to purchase shares of Common Stock(6)	20,482	--	--	--
Common Stock underlying Underwriters' Warrants(2)(7)	20,482	\$5.19	\$106,302	\$11.60
Total Registration Fee			\$4,214,155	\$459.77

(1) The registrant previously registered securities with a proposed maximum aggregate offering price not to exceed \$24,775,000 on a registration statement on Form S-1, as amended (File No. 333-255193), which was declared effective by the Securities and Exchange Commission on May 13, 2021. In accordance with Rule 462(b) under the Securities Act of 1933, as amended (the Securities Act"), an additional amount of securities having a proposed maximum aggregate offering price of \$4,214,155 is hereby registered, which includes shares of common stock and/or warrants that may be issued upon exercise of a 45-day option granted to the representative of the underwriters.

(2) Pursuant to Rule 416, there are also being registered such indeterminable additional securities as may be issued to prevent dilution as a result of stock splits, stock dividends or similar transactions.

- (3) Includes shares the underwriter has the option to purchase to cover over-allotments, if any.
(4) In accordance with Rule 457(i) under the Securities Act, no separate registration fee is required with respect to the warrants registered hereby.
(5) There will be issued warrants to purchase one share of common stock. The Warrants are exercisable at a per share exercise price equal to 110% of the public offering price of one share of common stock.
(6) No registration fee pursuant to Rule 457(g) under the Securities Act.
(7) The warrants are exercisable at a per share exercise price equal to 125% of the public offering price. Determined pursuant to Rule 457(g) under the Securities Act.

THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE SECURITIES AND EXCHANGE COMMISSION IN ACCORDANCE WITH RULE 462(B) UNDER THE SECURITIES ACT OF 1933, AS AMENDED.

EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended, for the purpose of registering the following securities of Digital Brands Group, Inc. (the "Company"): (i) 471,084 shares of common stock, \$0.0001 par value ("Common Stock"), (ii) warrant to purchase shares of Common Stock, (iii) 471,084 shares of Common Stock underlying warrants, (iv) Underwriters' Warrants to purchase shares of Common Stock, and (v) 20,482 shares of Common Stock underlying Underwriters' Warrants. This Registration Statement relates to the offering of shares of the Company's Common Stock contemplated by its Registration Statement on [Form S-1 \(File No. 333-255193\), which was initially filed with the Securities and Exchange Commission on April 13, 2021](#), and which, as amended, was declared effective on May 13, 2021 (the "Prior Registration Statement"). This Registration Statement is filed for the sole purpose of increasing the number of securities being offered. The required opinion of counsel and related consent and accountant's consent are attached hereto and filed herewith. Pursuant to Rule 462(b), the contents of the Prior Registration Statement, including the exhibits thereto, are incorporated by reference into this Registration Statement.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

(a) *Exhibits.* All exhibits filed with or incorporated by reference in the Registration Statement on [Form S-1 \(SEC File No. 333-255193\)](#) are incorporated by reference into, and shall be deemed a part of, this Registration Statement, and the following additional exhibits are filed herewith, as part of this Registration Statement:

Exhibit No.	Description
5.1	Opinion of Manatt, Phelps & Phillips, LLP
23.1	Consent of dbbmckennon for Digital Brands Group, Inc.
23.2	Consent of dbbmckennon for Harper & Jones LLC
23.3	Consent of dbbmckennon for Bailey 44, LLC
23.4	Consent of Moss Adams LLP for Bailey 44, LLC
23.5	Consent of Manatt, Phelps & Phillips (contained in Exhibit 5.1)
24	Power of Attorney (see signature page)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Vernon, state of California, on the 14th day of May, 2021.

DIGITAL BRANDS GROUP, INC.

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

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints John Hilburn Davis IV his/her true and lawful attorney-in-fact and agent with full power of substitution and re-substitution, for him/her and in his name, place and stead, in any and all capacities to sign any or all amendments (including, without limitation, post-effective amendments) to this Registration Statement, any related Registration Statement filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and any or all pre- or post-effective amendments thereto, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming that said attorney-in-fact and agent, or any substitute or substitutes for him, may lawfully do or cause to be done by virtue hereof. Pursuant to the requirements of the Securities Act of 1933, as amended, the following persons in the capacities and on the dates indicated have signed this Registration Statement below.

Signature

Title

Date

<u>/s/ John Hilburn Davis</u>	President, Chief Executive Officer and Director	May 14, 2021
John <u>Hilburn</u> Davis	(Principal Executive Officer)	
* <u>Reid Yeoman</u>	Chief Financial Officer Principal financial and accounting officer)	May 14, 2021
* <u>Mark T. Lynn</u>	Director	May 14, 2021
* <u>Trevor Pettennude</u>	Director	May 14, 2021
<u>Jameeka Aaron</u>	Director	May 14, 2021
<u>Moise Emquies</u>	Director	May 14, 2021
*By <u>/s/ John Hilburn Davis IV</u> John Hilburn Davis IV	Attorney-in-fact	May 14, 2021

May 14, 2021

Digital Brands Group, Inc.
1400 Lavaca Street
Austin, TX 78701

Re: Registration Statement on Form S-1 (File No. 333-255193) and Registration Statement filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended

Ladies and Gentlemen:

We have acted as counsel to Digital Brands Group, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing of a Registration Statement on Form S-1 (the "462(b) Registration Statement") for the purpose of registering with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), (i) up to 471,084 shares (the "Shares") of Common Stock, par value \$0.0001 per share, of the Company (the "Common Stock"), including up to 61,445 shares that may be sold pursuant to the underwriters' over-allotment option; (ii) stock purchase warrants to purchase up to 471,084 shares of Common Stock (the "Warrants"), including Warrants to purchase up to 61,445 shares of Common Stock that may be sold pursuant to the underwriters' over-allotment option; (iii) up to an aggregate of 471,084 shares of Common Stock issuable upon exercise of the Warrants (the "Warrant Shares"); (iv) the representative's warrants that will be issued by the Company to the representative of the underwriters of the offering (the "Representative's Warrants"); and (v) up to 20,482 shares of Common Stock issuable upon exercise of the Representative's Warrants (the "Representative's Warrant Shares"). The 462(b) Registration Statement relates to the Company's registration statement on Form S-1 (File No.: 333-255193) (the "Registration Statement") initially filed with the Commission (the "Commission") on April 13, 2021 and declared effective on May 13, 2021, including a related prospectus filed with the Registration Statement (the "Prospectus"). This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

As such counsel and for purposes of our opinions set forth below, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such documents, resolutions, certificates and instruments of the Company and corporate records furnished to us by the Company, certificates of public officials, statutes, records and such other instruments and documents as we have deemed necessary or appropriate as a basis for the opinion set forth below, including without limitation (i) the Sixth Amended and Restated Certificate of Incorporation (the "Restated Charter") of the Company, in the form filed as Exhibit 3.3 to the Registration Statement to be filed with the Secretary of State of the State of Delaware prior to the sale of the shares and warrants, (ii) the Amended and Restated Bylaws of the Company, in the form filed as Exhibit 3.5 to the Registration Statement to become effective prior to the sale of the shares and warrants, (iii) the form of Underwriting Agreement in the form filed as Exhibit 1.1 to the Registration Statement (the "Underwriting Agreement"), (iv) the form of Warrant Agent Agreement proposed to be entered into between the Company and VStock Transfer, LLC, as warrant agent (the "Warrant Agent"), in the form filed as Exhibit 4.2 to the Registration Statement (the "Warrant Agreement"), (v) the form of Warrant in the form filed as Exhibit 4.4 to the Registration Statement (vi) the form of Representative's Warrant in the form filed as Exhibit 4.3 to the Registration Statement, (vii) resolutions of the board of directors and of the pricing committee of the Company with respect to the Offering; (viii) the Registration Statement; and (ix) the 462(b) Registration Statement.

In such examination and in rendering the opinions expressed below, we have assumed, without independent investigation or verification: (i) the genuineness of all signatures on all agreements, instruments, corporate records, certificates and other documents submitted to us, (ii) the legal capacity and authority of all persons or entities (other than the Company) executing all agreements, instruments, corporate records, certificates and other documents submitted to us, (iii) the authenticity and completeness of all agreements, instruments, corporate records, certificates and other documents submitted to us as originals, (iv) that all agreements, instruments, corporate records, certificates and other documents submitted to us as certified, electronic, facsimile, conformed, photostatic or other copies conform to authentic originals thereof, and that such originals are authentic and complete, (v) the due authorization, execution and delivery of all agreements, instruments, certificates and other documents by all parties thereto (other than the Company), (vi) that the statements contained in the certificates and comparable documents of public officials, officers and representatives of the Company and other persons on which we have relied for the purposes of this opinion set forth below are true and correct, (vii) that the officers and directors of the Company have properly exercised their fiduciary duties, (viii) that the Warrant Agent under the Warrant Agreement to be entered into for the Warrants is duly organized, validly existing and in good standing under the laws of its jurisdiction of organization, (ix) that the Warrant Agent is duly qualified to engage in the activities contemplated by the Warrant Agreement, (x) that the Warrant Agreement will be duly authorized, executed and delivered by the Warrant Agent and constitute the legal, valid and binding obligation of the Warrant Agent, enforceable against the Warrant Agent in accordance with their respective terms, (xi) that the Warrant Agent will be in compliance with respect to performance of its obligations under such Warrant Agreement with all applicable laws and regulations, and (xii) that the Warrant Agent has the requisite organizational and legal power and authority to perform its obligations under the Warrant Agreement. We also have obtained from the officers of the Company certificates as to certain factual matters necessary for the purpose of this opinion and, insofar as this opinion is based on such matters of fact, we have relied solely on such certificates without independent investigation.

We have also assumed that (i) the Shares, Warrants, Warrant Shares and Representative's Warrant will be issued and sold as described in the Registration Statement and the Underwriting Agreement, (ii) the Warrant Shares will be issued and sold pursuant to the terms of the Registration Statement and the Representative's Warrants, and (iii) shares of Common Stock of the Company will remain authorized and available for issuance of the Warrant Shares upon exercise of the Warrants and of the Representative's Warrant Shares upon exercise of the Representative's Warrants.

Based upon and subject to the foregoing qualifications, assumptions and limitations and the further limitations set forth below, we are of the opinion that:

1. The Shares have been duly authorized by the Company and, when the Restated Charter is filed with the Secretary of State of the State of Delaware and when the Shares are issued and sold in accordance with the Registration Statement, the 462(b) Registration Statement and the Prospectus, with payment received by the Company in the manner described in the Underwriting Agreement, the Shares will be validly issued, fully paid and nonassessable.

2. The Warrants have been duly authorized and when such Warrants are duly executed and delivered in accordance with the Underwriting Agreement and issued, delivered and paid for, as contemplated by the Registration Statement, the 462(b) Registration Statement and the Underwriting Agreement, the Warrants will constitute a valid and binding obligation of the Company, enforceable against the Company in accordance with its terms.

3. The Representative's Warrants have been duly authorized and when such Representative's Warrant is duly executed and delivered in accordance with the Underwriting Agreement and issued, delivered and paid for, as contemplated by the Registration Statement, the 462(b) Registration Statement and the Underwriting Agreement, the Representative's Warrants will constitute a valid and binding obligation of the Company, enforceable against the Company in accordance with its terms.

4. The Warrant Shares have been duly authorized by the Company and, upon exercise of the Warrants, when the Warrant Shares are issued and sold in accordance with

the terms of the Warrants, with payment received by the Company in the manner described therein, the Warrant Shares will be validly issued, fully paid and nonassessable.

5. The Representative's Warrant Shares have been duly authorized by the Company and, upon exercise of the Representative's Warrants, when the Representative's Warrant Shares are issued and sold in accordance with the terms of the Representative's Warrants, with payment received by the Company in the manner described therein, the Representative's Warrant Shares will be validly issued, fully paid and nonassessable.

The opinions expressed in this opinion letter are limited to (i) with respect to opinion paragraphs 1, 4 and 5 above, the General Corporation Law of the State of Delaware, and (ii) with respect to opinion paragraphs 2 and 3, the internal laws of the State of New York. We express no opinion as to whether the laws of any jurisdiction are applicable to the subject matter hereof. This opinion is expressly limited to the matters set forth above and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company or the Common Stock. We are not rendering any opinion as to compliance with any federal or state law, rule or regulation relating to securities, or to the sale or issuance thereof.

With respect to the enforceability of the Warrants and the Representative's Warrants, opinion paragraphs 2 and 3 above are subject to the following qualifications:

(a) the effect of applicable bankruptcy, insolvency, reorganization, moratorium and other similar laws (including, without limitation, applicable state and federal laws relating to fraudulent or voidable transfers) and court decisions of general application, and other legal or equitable principles of general application, relating to, limiting, or affecting the enforcement of creditors' rights generally;

(b) the discretion of any court of competent jurisdiction in awarding equitable remedies, including but not limited to specific performance or injunctive relief and limitations imposed by applicable federal or state securities laws;

(c) limitations imposed by applicable law or public policy on the enforceability of the indemnification and/or contribution provisions of the Representative's Warrant;

(d) the net impact or result of any conflict of laws between or among laws of competing jurisdictions;

(f) the unenforceability, under certain circumstances, of contractual provisions respecting various self-help or summary remedies, especially if their operation would work a substantial forfeiture or impose a substantial penalty upon the burdened party;

(g) the effects of the implied covenant of good faith, reasonableness and fair dealing and standards of immateriality, commercial reasonableness; and

(h) the enforceability of provisions in the Representative's Warrants to the effect that the terms of the Representative's Warrants not be waived or modified except in writing may be limited under certain circumstances.

We express no opinion with respect to the enforceability of (a) consents to, or restrictions upon, judicial relief or jurisdiction; (b) advance waivers of claims, defenses, rights granted by law, or notice, opportunity for hearing evidentiary requirements, statutes of limitation, or other procedural rights; (c) provisions for exclusivity, election or cumulation of rights or remedies; (d) provisions authorizing or validating conclusive or discretionary determinations; (e) provisions for the payment of attorneys' fees where such payment is contrary to law or public policy; (f) provisions that waive the right of a party to object to jurisdiction or venue, or to assert any defense based on lack of jurisdiction or venue; or (g) any provision purporting to waive the right to a jury trial.

We hereby consent to the filing of this opinion with the Commission as an exhibit to the 462(b) Registration Statement and the use of our name therein under the caption "Legal Matters." In giving this consent, we do not thereby admit that we are experts with respect to any part of the Registration Statement, the 462(b) Registration Statement or the Prospectus within the meaning of the term "expert" as used in Section 11 of the Securities Act or the rules and regulations promulgated thereunder by the Commission, nor do we not admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission adopted under the Securities Act.

The opinions included herein are expressed as of the date hereof unless otherwise expressly stated, and we disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or of any subsequent changes in applicable laws.

Very truly yours,

/s/ MANATT, PHELPS & PHILLIPS, LLP

Manatt, Phelps & Phillips, LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement of Digital Brands Group, Inc. (the "Company") on Form S-1, of our report dated April 12, 2021, except for the effects of the reverse stock split discussed in Note 14 as to which the date is May 12, 2021, which includes an explanatory paragraph as to the substantial doubt about the Company's ability to continue as a going concern, with respect to our audits of the consolidated financial statements of Digital Brands Group, Inc. as of and for the years ended December 31, 2020 and 2019, appearing in the Registration Statement on Form S-1, as amended and filed (File No. 333-255193) with the Securities and Exchange Commission. We also consent to the reference to us under the heading "Experts" in such Registration Statement.

/s/ dbbmckennon

Newport Beach, California

May 14, 2021

Consent of Independent Auditor

We consent to the incorporation by reference in this Registration Statement of Digital Brands Group, Inc. on Form S-1, of our report dated April 9, 2021 related to the financial statements of Harper & Jones, LLC (the "Company") as of December 31, 2020 and 2019, and for the years then ended, which includes an explanatory paragraph regarding the substantial doubt about the Company's ability to continue as a going concern, appearing in the Registration Statement on Form S-1 as amended and filed (File No. 333-255193) with the Securities and Exchange Commission. We also consent to the reference to us under the heading "Experts" in such Registration Statement.

/s/ dbbmckennon

Newport Beach, California
May 14, 2021

Consent of Independent Auditor

We consent to the incorporation by reference in this Registration Statement of Digital Brands Group, Inc. on Form S-1, of our report dated December 29, 2020, except as described in Note 2 under Restatement, for which the date is February 16, 2021, related to the financial statements of Bailey 44, LLC (the "Company") as of December 31, 2019, and for the year then ended, which includes an explanatory paragraph regarding the substantial doubt about the Company's ability to continue as a going concern, appearing in the Registration Statement on Form S-1 as amended and filed (File No. 333-255193) with the Securities and Exchange Commission. We also consent to the reference to us under the heading "Experts" in such Registration Statement.

/s/ dbbmckennon

Newport Beach, California
May 14, 2021

Consent of Independent Auditors

We consent to the use in this Registration Statement on Form S-1 of Digital Brands Group, Inc. of our audit report dated October 7, 2019, except for note 1, as to which the date in December 29, 2020 relating to the consolidated financial statements of Bailey 44, LLC as of December 31, 2018, and for the year then ended, and to the reference to our firm under the heading "Experts" in the Prospectus that is part of this Registration Statement.

/s/ Moss Adams LLP

May 14, 2021
