

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

DIGITAL BRANDS GROUP, INC.
 (Exact name of registrant as specified in its charter)

Delaware
 (State or other jurisdiction of
 incorporation or organization)

5699
 (Primary Standard Industrial
 Classification Code Number)

46-1942864
 (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) 312-7500

Ross David Carmel Esq.
 Andrew Russell, Esq.
 Carmel, Milazzo & Feil LLP
 55 West 39th Street, 18th Floor
 New York, NY 10018
 (212) 658-0458

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. 333-264347

If 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

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"): 1,598,270 shares of common stock, \$0.0001 par value ("Common Stock") of the Company. This Registration Statement relates to the offering of shares of the Company's Common Stock contemplated by its Registration Statement on [Form S-1 \(File No. 333-264347\)](#), which was initially filed with the Securities and Exchange Commission on April 18, 2022, and which, as amended, was declared effective on May 5, 2022 (the "Prior Registration Statement"). This registration statement is filed for the sole purpose of increasing the number of securities being offered. 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 \(SEC File No. 333-264347\)](#) 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:

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Manatt, Phelps & Phillips, LLP
23.1	Consent of dbmckennon for Digital Brands Group, Inc.
23.2	Consent of dbmckennon for Harper & Jones LLC
23.3	Consent of dbmckennon for Sunnyside LLC
23.4	Consent of Armanino LLP for MOSBEST, LLC
23.5	Consent of Armanino LLP for Sunnyside, LLC
23.6	Consent of Manatt, Phelps & Phillips (contained in Exhibit 5.1)
107	Calculation of Filing Fee Tables

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SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Austin, state of Texas, on the 6th day of May, 2022.

DIGITAL BRANDS GROUP, INC.

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

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ John Hilburn Davis IV</u> John Hilburn Davis IV	President, Chief Executive Officer and Director (Principal Executive Officer)	May 6, 2022
<u>/s/ Reid Yeoman</u> Reid Yeoman	Chief Financial Officer (Principal financial and accounting officer)	May 6, 2022
<u>*</u> Mark T. Lynn	Director	May 6, 2022
<u>*</u> Trevor Pettennude	Director	May 6, 2022
<u>*</u> Jameeka Aaron Green	Director	May 6, 2022
<u>*</u> Huong "Lucy" Doan	Director	May 6, 2022

* By: /s/ John Hilburn Davis IV John Hilburn Davis IV,
Attorney-in-fact

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May 6, 2022

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

**Re: Registration Statement on Form S-1
Registration No. 333 –**

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"), up to 1,598,270 shares (the "Shares") of Common Stock, par value \$0.0001 per share, of the Company (the "Common Stock"), including up to 208,470 shares that may be sold pursuant to the underwriters' over-allotment option. The 462(b) Registration Statement relates to the Company's registration statement on Form S-1 (File No.: 333-264347) (the "Registration Statement") initially filed with the Commission (the "Commission") on April 18, 2022 and declared effective on May 5, 2022, 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 of the Company dated May 18, 2021, filed as Exhibit 3.1 to the Registration Statement; (ii) the Amended and Restated Bylaws of the Company, filed as Exhibit 3.2 to the Registration Statement; (iii) the form of Underwriting Agreement, in the form proposed to be entered into between the Company and Alexander Capital, L.P., as the representative of the underwriters (the "Representative"), in the form filed as Exhibit 1.1 to the Registration Statement; (iv) resolutions of the board of directors of the Company with respect to the Offering; and (v) the 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, and (vii) that the officers and directors of the Company have properly exercised their fiduciary duties. 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 the Shares will be issued and sold as described in the Registration Statement and the Underwriting Agreement.

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, and when issued and sold by the Company in accordance with the 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.

The opinions expressed in this opinion letter are limited to with respect to opinion paragraph 1, the General Corporation Law of the State of Delaware. 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.

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 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 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 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 we do 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 use, in this Registration Statement on Form S-1, filed pursuant to Rule 462(b) of the Securities Act of 1933, of our report dated March 31, 2022, related to the consolidated financial statements of Digital Brands Group, Inc (the “Company”) as of December 31, 2021 and 2020, 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. We also consent to the reference to us under the heading “Experts” in such Registration Statement.

/s/ dbbmckennon

Newport Beach, California
May 6, 2022

Consent of Independent Auditor

We consent to the use, in this Registration Statement on Form S-1, filed pursuant to Rule 462(b) of the Securities Act of 1933, 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. We also consent to the reference to us under the heading “Experts” in such Registration Statement.

/s/ dbbmckennon

Newport Beach, California
May 6, 2022

Consent of Independent Auditor

We consent to the use, in this Registration Statement on Form S-1, filed pursuant to Rule 462(b) of the Securities Act of 1933, of our report dated April 18, 2022 related to the financial statements of Sunnyside LLC dba Sundry (the "Company") as of December 31, 2021, and for the year then ended. We also consent to the reference to us under the heading "Experts" in such Registration Statement.

/s/ dbbmckennon

Newport Beach, California
May 6, 2022



CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and
Stockholders of Digital Brands Group, Inc.:

We consent to the use in this registration statement on Form S-1, filed on May 6, 2022 pursuant to Rule 462(b) of the Securities Act of 1933, of Digital Brands Group, Inc., of our report dated September 2, 2021, with respect to the balance sheet of Mosbest, LLC, dba Stateside, as of December 31, 2020, and the related statements of operations, member's equity, and cash flows for the year ended December 31, 2020 and the related notes. We also consent to the reference to our firm under the heading "Experts" in the registration statement.

/s/ Armanino^{LLP}
Los Angeles, California

May 6, 2022





CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and
Stockholders of Digital Brands Group, Inc.:

We consent to the use in this registration statement on Form S-1, filed on May 6, 2022 pursuant to Rule 462(b) of the Securities Act of 1933, of Digital Brands Group, Inc., of our report dated November 22, 2021, with respect to the balance sheet of Sunnyside, LLC, dba Sundry, as of December 31, 2020, and the related statements of operations, members' equity, and cash flows for the year ended December 31, 2020 and the related notes. We also consent to the reference to our firm under the heading "Experts" in the registration statement.

/s/ Armanino^{LLP}
Los Angeles, California

May 6, 2022



Calculation of Filing Fee Tables

Form S-1

(Form Type)

DIGITAL BRANDS GROUP, INC.

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered and Carry Forward Securities

	Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price (1)	Fee Rate	Amount of Registration Fee (3)(4)
Newly Registered Securities								
Fees Previously Paid	Equity	Common Stock \$0.0001 par value (2)(3)	457(o)	1,598,270	\$0.25	\$399,568	\$0.0000927	\$37.04
Carry Forward Securities								
Carry Forward Securities								
	Total Offering Amounts					\$399,568		\$37.04
	Total Fees Previously Paid							\$3,358.06
	Total Fee Offsets							\$37.04
	Net Fee Due							\$ 0

- (1) The registrant previously registered securities with a proposed maximum aggregate offering price not to exceed \$10,350,000 on a registration statement on Form S-1, as amended (File No. 333-264347), which was declared effective by the Securities and Exchange Commission on May 5, 2022. In accordance with Rule 462(b) under the Securities Act of 19.0533, as amended (the Securities Act”), an additional amount of securities having a proposed maximum aggregate offering price of \$399,568 is hereby registered, which includes shares of common stock 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) Pursuant to Rule 457(p) under the Securities Act, the registration fee for this registration statement is being offset by \$37.04, representing a portion of the unused portion of the registration fee (\$3,358.06) previously paid by the Registrant in connection with the registration statement on Form S-1 (File No. 333-264347) filed with the SEC on April 18, 2022 (the “Prior Registration Statement”), of which \$1,599.08 was used pursuant to the Prior Registration Statement.