

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF  
1934**

Date of report (Date of earliest event reported) **December 16, 2022**

**DIGITAL BRANDS GROUP, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

**001-40400**

(Commission File Number)

**46-1942864**

(IRS Employer Identification No.)

**1400 Lavaca Street, Austin, TX**  
(Address of Principal Executive Offices)

**78701**  
(Zip Code)

**(209) 651-0172**

(Registrant's Telephone Number, Including Area Code)

**N/A**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbols	Name of each exchange on which registered
Common Stock, par value \$0.0001	DBGI	The Nasdaq Stock Market LLC
Warrants, each exercisable to purchase one share of Common Stock	DBGIW	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 7.01 Regulation FD Disclosure.**

On December 16, 2022, Digital Brands Group, Inc. issued a press release announcing that it has signed and secured the debt documents that will provide the remaining \$2.5 million in funding for the Sunnyside, LLC ("Sundry") acquisition with the closing expected Friday December 23, 2022. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

*The information reported in this Item 7.01, including the press release attached as Exhibit 99.1, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 and shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended.*

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Exhibit
<u>99.1</u>	<u>Press Release, dated December 16, 2022</u>

**SIGNATURES**

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.

**DIGITAL BRANDS GROUP, INC.**

Date: December 19, 2022

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



## DBGI Signs and Secures Debt for Sundry; Debt Provider Sets Closing Date for December 23rd

Austin, TX—Digital Brands Group, Inc. (“we”, “us”, “DBG” or the “Company”) (NASDAQ: DBGI) a curated collection of luxury lifestyle, digital-first brands, today announces that it has signed and secured the debt documents that will provide the remaining \$2.5 million in funding for the Sunnyside, LLC (“Sundry”) acquisition. The debt provider set Friday, December 23<sup>rd</sup> as the funding and closing date for the Sundry acquisition.

“The Sundry acquisition is expected to contribute significant revenue scale and operating leverage,” said Hil Davis, Chief Executive Officer of DBG. “We believe adding Sundry to our Bailey Shop, which is our multi-brand e-commerce site (www.bailey44.com) will contribute revenue immediately. Additionally, we are also excited about the large opportunity to expand the Sundry brand into other verticals. We believe that the opportunity to cross merchandise Sundry and their customers to our other brands, add additional product categories and leverage synergies to reduce expenses will be accretive.”

### *About Digital Brands Group*

We offer a wide variety of apparel through numerous brands on a both direct-to-consumer and wholesale basis. We have created a business model derived from our founding as a digitally native-first vertical brand. Digital native first brands are brands founded as e-commerce driven businesses, where online sales constitute a meaningful percentage of net sales, although they often subsequently also expand into wholesale or direct retail channels. Unlike typical e-commerce brands, as a digitally native vertical brand we control our own distribution, sourcing products directly from our third-party manufacturers and selling directly to the end consumer. We focus on owning the customer's "closet share" by leveraging their data and purchase history to create personalized targeted content and looks for that specific customer cohort. We have strategically expanded into an omnichannel brand offering these styles and content not only on-line but at selected wholesale and retail storefronts. We believe this approach allows us opportunities to successfully drive Lifetime Value ("LTV") while increasing new customer growth.

### *Forward-looking Statements*

Certain statements included in this release are "forward-looking statements" within the meaning of the federal securities laws, including statements regarding the acquisition and the ability to meet the closing conditions required to complete the acquisition. Forward-looking statements are made based on our expectations and beliefs concerning future events impacting DBG and therefore involve several risks and uncertainties. You can identify these statements by the fact that they use words such as “will,” “anticipate,” “estimate,” “expect,” “should,” and “may” and other words and terms of similar meaning or use of future dates, however, the absence of these words or similar expressions does not mean that a statement is not forward-looking. We caution that forward-looking statements are not guarantees and that actual results could differ materially from those expressed or implied in the forward-looking statements. DBG undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. Potential risks and uncertainties that could cause the actual results to differ materially from those expressed or implied by forward-looking statements include, but are not limited to: (i) the risk that the transaction may not be completed at all, which may adversely affect the price of the Company’s securities, (ii) the risk that the transaction may not be completed by the business combination deadline, (iii) the failure to satisfy the conditions to the consummation of the transaction, (iv) the occurrence of any event, change or other circumstance that could give rise to the termination of the Acquisition Agreement, (v) the effect of the announcement on the dependency of the transaction on Sundry’s business relationships, operating results and business generally, (vi) risks that the proposed transaction disrupts current plans and operations of Sundry and potential difficulties in Sundry employee retention as a result of the transaction, (ix) the outcome of any legal proceedings that may be instituted against the Company related to the transaction, (vii) the ability to maintain the listing of the Company’s securities on Nasdaq, (viii) the price of the Company’s securities may be volatile due to a variety of factors, including changes in the competitive and highly regulated industries in which the Company operates, variations in operating performance across competitors, changes in laws and regulations affecting the Company’s business and changes in the combined capital structure, (ix) the ability to implement business plans, forecasts, and other expectations after the completion of the proposed transaction, and identify and realize additional opportunities, (x) risks arising from the widespread outbreak of an illness or any other communicable disease, or any other public health crisis, including the coronavirus (COVID-19) global pandemic; (xi) the level of consumer demand for apparel and accessories; disruption to DBG’s distribution system; the financial strength of DBG’s customers; fluctuations in the price, availability and quality of raw materials and contracted products; disruption and volatility in the global capital and credit markets and global supply chain; (xii) DBG’s response to changing fashion trends, evolving consumer preferences and changing patterns of consumer behavior; intense competition from online retailers; manufacturing and product innovation; increasing pressure on margins; DBG’s ability to implement its business strategy; (xiii) DBG’s ability to grow its wholesale and direct-to-consumer businesses; retail industry changes and challenges; (xiv) DBG’s and its vendors’ ability to maintain the strength and security of information technology systems; the risk that DBG’s facilities and systems and those of our third-party service providers may be vulnerable to and unable to anticipate or detect data security breaches and data or financial loss; (xv) DBG’s ability to properly collect, use, manage and secure consumer and employee data; (xvi) stability of DBG’s manufacturing facilities and foreign suppliers; continued use by DBG’s suppliers of ethical business practices; DBG’s ability to accurately forecast demand for products; continuity of members of DBG’s management; (xvii) DBG’s ability to protect trademarks and other intellectual property rights; possible goodwill and other asset impairment; (xviii) DBG’s ability to execute and integrate acquisitions; changes in tax laws and liabilities; legal, regulatory, political and economic risks; (xix) adverse or unexpected weather conditions; (xx) DBG’s indebtedness and its ability to obtain financing on favorable terms; and (xxi) climate change and increased focus on sustainability issues. More information on potential factors that could affect DBG’s financial results is included from time to time in DBG’s public reports filed with the SEC, including DBG’s Annual Report on Form 10-K, and Quarterly Reports on Form 10-Q, and Forms 8-K filed or furnished with the SEC.

### **Investor Contact:**

Digital Brands Group, Inc. Company Contact  
 Hil Davis, CEO  
 Email: invest@digitalbrandsgroup.co  
 Phone: (800) 593-1047

SOURCE Digital Brands Group, Inc.

### *Related Links*

<https://www.digitalbrandsgroup.co>

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