

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: **2013-01-11** | Period of Report: **2013-01-08**  
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FILER

**NAKED BRAND GROUP INC.**

CIK: **1383097** | IRS No.: **000000000** | State of Incorpor.: **NV** | Fiscal Year End: **0131**  
Type: **8-K** | Act: **34** | File No.: **000-52381** | Film No.: **13523862**  
SIC: **2320** Men's & boys' furnishgs, work clothg, & allied garments

Mailing Address

#2 34346 MANUFACTURERS  
WAY  
ABBOTSFORD A1 V2S 7M1

Business Address

#2 34346 MANUFACTURERS  
WAY  
ABBOTSFORD A1 V2S 7M1  
604-855-4767

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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) **January 8, 2013**

**Naked Brand Group Inc.**

(Exact name of registrant as specified in its charter)

**Nevada**

(State or other jurisdiction  
of incorporation)

**000-52381**

(Commission  
File Number)

**N/A**

(IRS Employer  
Identification No.)

**2 – 34346 Manufacturers Way, Abbotsford, BC V2S 7M1**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code **877.592.4767**

**Not Applicable**

(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))
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**Item 3.02 Unregistered Sales of Equity Securities.**

On January 8, 2013, we sold an aggregate of 400,000 shares at a price of \$0.25 per share for gross proceeds of \$100,000. We issued the shares to one non-U.S. person (as that term is defined in Regulation S of the *Securities Act of 1933*, as amended) in an offshore transaction in which we relied on the exemptions from the registration requirements provided for in Regulation S and/or Section 4(2) of the *Securities Act of 1933*, as amended.

**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.

**NAKED BRAND GROUP INC.**

By:

/s/ Joel Primus

Joel Primus  
President and Director

Date: January 11, 2013

