
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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 10, 2020**

RTW RETAILWINDS, INC.
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation)

1-32315
(Commission File Number)

33-1031445
(IRS Employer Identification No.)

**330 West 34th Street
9th Floor
New York, New York 10001**
(Address of principal executive offices, including Zip Code)

(212) 884-2000
(Registrant's telephone number, including area code)

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:

- 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 Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	RTW	New York Stock Exchange

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

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 January 10, 2020, RTW Retailwinds, Inc. issued a press release commenting on, among other things, its performance during the nine-week holiday period ended January 4, 2020 and its guidance for the thirteen-week fourth quarter ending February 1, 2020.

The press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibit

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued on January 10, 2020.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

RTW RETAILWINDS, INC.

Date: January 10, 2020

Name: /s/ Sheamus Toal
Sheamus Toal
Title: Executive Vice President, Chief Operating Officer, and Chief
Financial Officer



FINAL: FOR RELEASE

**RTW RETAILWINDS, INC. COMMENTS ON HOLIDAY PERFORMANCE AND
FOURTH QUARTER OUTLOOK**

New York, New York — January 10, 2020 — RTW Retailwinds, Inc. [NYSE:RTW], an omni-channel specialty apparel retail platform for powerful celebrity and consumer brands, today commented on its holiday (the nine weeks ended January 4, 2020) performance and fourth quarter (the thirteen weeks ending February 1, 2020) fiscal year 2019 outlook ahead of its fireside chat at the 22nd Annual ICR Conference.

Gregory Scott, RTW Retailwinds CEO, commented: “Growth in our core digital brand, celebrity brands and another double-digit comp increase for our Fashion to Figure business driven by eCommerce were not enough to offset disappointing holiday sales resulting from significant declines in store traffic which led to increased promotional activity. These results emphasize the urgency to adapt to the challenges we face as a business.”

Mr. Scott continued: “In light of our performance and given the current environment, we are taking decisive action and accelerating our strategic transformation agenda. We are addressing these challenges with a sense of urgency, which will include investing in our customer first initiative, rationalizing our real estate portfolio, evaluating all aspects of our go-to-market strategy, and reconfiguring our business to support a profitable and more balanced direct to consumer operating model. We are in the process of finalizing the details of our strategic transformation and will provide further updates during our fourth quarter and fiscal year 2019 earnings release as we position RTW Retailwinds to deliver long-term profitable and sustainable growth. Our strong balance sheet with significant cash and no debt affords us the opportunity to support our transformation.”

Based upon holiday results, the Company now expects comparable store sales for the fourth quarter to be down 8% to 10%, as compared to the same period last year. The operating loss for the fourth quarter is now expected to reflect a loss in the low to mid \$20 million range prior to the impact of non-cash impairment charges related to underperforming store assets which will be determined based upon the final closeout of the fiscal year. The Company continues to expect inventory to be down in the mid-single-digit percentage range as we enter the Spring season.

Cash per diluted share is expected to be approximately \$1 per diluted share with approximately \$60 million in cash on-hand and no outstanding debt including no borrowings under the Company’s asset-based credit facility which provides significant additional liquidity. The Company plans to report actual results for the fourth quarter and full fiscal year 2019 in March 2020.

ICR Conference

As previously announced, the Company will be participating in a fireside chat at the 22nd Annual ICR Conference in Orlando, Florida which will be held on Tuesday, January 14, 2020 at 10:00 a.m. Eastern Time, and will be webcast live at www.nyandcompany.com.

About RTW Retailwinds

RTW Retailwinds, Inc. (together with its subsidiaries, the "Company") is a specialty women's omni-channel retailer with a powerful multi-brand lifestyle platform providing curated fashion solutions that are versatile, on-trend, and stylish at a great value. The specialty retailer, first incorporated in 1918, has grown to now operate 412 retail and outlet locations in 35 states while also growing a substantial eCommerce business. The Company's portfolio includes branded merchandise from New York & Company, Fashion to Figure, and Happy x Nature, and collaborations with Eva Mendes, Gabrielle Union and Kate Hudson. The Company's branded merchandise is sold exclusively at its retail locations and online at www.nyandcompany.com, www.fashiontofigure.com, www.happyxnature.com, and through its rental subscription businesses at www.nyandcompanycloset.com and www.fashiontofigurecloset.com. Additionally, certain product, press releases and SEC filing information concerning the Company are available at the Company's website: www.nyandcompany.com.

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Investor: Allison Malkin
(203) 682-8200

Forward-looking Statements

This press release contains certain forward-looking statements, including statements made within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. Some of these statements can be identified by terms and phrases such as "expect," "anticipate," "believe," "intend," "estimate," "continue," "could," "may," "plan," "project," "predict," and similar expressions and references to assumptions that the Company believes are reasonable and relate to its future prospects, developments and business strategies. Such statements, are subject to various risks and uncertainties that could cause actual results to differ materially. These include, but are not limited to: (i) the Company's dependence on mall traffic for its sales and the continued reduction in the volume of mall traffic; (ii) the Company's ability to anticipate and respond to fashion trends; (iii) the impact of general economic conditions and their effect on consumer confidence and spending patterns; (iv) changes in the cost of raw materials, distribution services or labor; (v) the potential for economic conditions to negatively impact the Company's merchandise vendors and their ability to deliver products; (vi) the Company's ability to open and operate stores successfully; (vii) seasonal fluctuations in the Company's business; (viii) competition in the Company's market, including promotional and pricing competition; (ix) the Company's ability to retain, recruit and train key personnel; (x) the Company's reliance on third parties to manage some aspects of its business; (xi) the Company's reliance on foreign sources of production; (xii) the Company's ability to protect its trademarks and other intellectual property rights; (xiii) the Company's ability to maintain, and its reliance on, its information technology infrastructure; (xiv) the effects of government regulation; (xv) the control of the Company by its largest shareholder and any potential change of ownership of the Company including the shares held by its largest shareholder; (xvi) the impact of tariff increases or new tariffs; and (xvii) other risks and uncertainties as described in the Company's documents filed with the SEC, including its most recent Annual Report on Form 10-K and subsequent Quarterly Reports on Form 10-Q. The Company undertakes no obligation to revise the forward-looking statements included in this press release to reflect any future events or circumstances.
