
**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): **November 19, 2018**

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)

New York & Company, Inc.
(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))

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On November 19, 2018, New York & Company, Inc. filed an amendment to its certificate of incorporation to change its name from New York & Company, Inc. to RTW Retailwinds, Inc., effective as of such date. The company's common stock began trading under the new name on the New York Stock Exchange, under the ticker symbol "RTW", as of the opening of trading on November 20, 2018.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description of Exhibit
3.1	<u>Certificate of Amendment of Restated Certificate of Incorporation.</u>

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.

/s/ Sheamus Toal

Sheamus Toal

Executive Vice President and Chief Financial Officer

Date: November 20, 2018

STATE OF DELAWARE
CERTIFICATE OF CORRECTION
OF
RTW RETAILWINDS, INC.

RTW Retailwinds, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

1. The name of the corporation (the "Corporation") is RTW Retailwinds, Inc.
2. That a Certificate of Amendment of Certificate of Incorporation of the Corporation (the "Certificate") was filed with the Secretary of State of the State of Delaware on November 19, 2018, and that said Certificate requires corrections as permitted by Section 103 of the General Corporation Law of the State of Delaware.
3. The inaccuracies or defects of said Certificate are: (i) Article FIRST of the Certificate incorrectly states that the Board of Directors called a meeting of the stockholders of the Corporation for consideration of the Certificate and should be revised to omit such statement; (ii) Article SECOND of the Certificate incorrectly states that the stockholders of the Corporation approved the Certificate pursuant to Section 222 of the General Corporation Law of the State of Delaware and should be deleted as such stockholder approval was not obtained or required; and (ii) Article THIRD should have been Article SECOND.
4. The corrected Certificate is set forth in its entirety in Exhibit A attached hereto.

* * * * *

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Correction to be executed this 19th day of November 2018.

RTW RETAILWINDS, INC.

By: /s/ Sheamus Toal

Name: Sheamus Toal

Title: Executive Vice President, Chief Financial Officer

Exhibit A

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: the Board of Directors of New York & Company, Inc., by unanimous written consent, approved an amendment of the Certificate of Incorporation of said corporation to change Article One thereof, relating to the name of the Company. Accordingly, Article One of the Restated Certificate of Incorporation shall be amended in its entirety to read as follows:

“ARTICLE ONE

The name of the corporation is RTW Retailwinds, Inc. (hereinafter, the “*Corporation*”).”

SECOND: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.
