

# **G III APPAREL GROUP LTD /DE/**

Reported by  
**GOLDFARB MORRIS**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 06/13/17 for the Period Ending 06/09/17

Address	512 SEVENTH AVE NEW YORK, NY 10018
Telephone	2126298830
CIK	0000821002
Symbol	GIII
SIC Code	2300 - Apparel & Other Finishd Prods of Fabrics & Similar Matl
Industry	Apparel & Accessories
Sector	Consumer Cyclical
Fiscal Year	01/31

# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

[ ] Check this box if no longer  
subject to Section 16. Form 4 or  
Form 5 obligations may  
continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>GOLDFARB MORRIS</b>			<b>G III APPAREL GROUP LTD /DE/ [ GIII ]</b>			<input checked="" type="checkbox"/> Director <span style="margin-left: 150px;"><input checked="" type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="margin-left: 50px;"><input type="checkbox"/> Other (specify below)</span> <b>CEO</b>		
(Last) (First) (Middle) <b>C/O G-III APPAREL GROUP, LTD., 512 SEVENTH AVENUE</b>			3. Date of Earliest Transaction (MM/DD/YYYY) <b>6/9/2017</b>					
(Street) <b>NEW YORK, NY 10018</b>			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
(City) (State) (Zip)						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, Par Value \$.01 Per Share	6/9/2017		J	(U)	500000	D	\$25.36	0	I	Morris Goldfarb 2016 GRAT JG
Common Stock, Par Value \$.01 Per Share	6/9/2017		J	(U)	500000	A	\$25.36	3412586	D	
Common Stock, Par Value \$.01 Per Share	6/9/2017		J	(U)	500000	D	\$25.36	0	I	Morris Goldfarb 2016 GRAT LF
Common Stock, Par Value \$.01 Per Share	6/9/2017		J	(U)	500000	A	\$25.36	3912586	D	
Common Stock, Par Value \$.01 Per Share								200000	I	Arlene Goldfarb 2012 Delaware Trust
Common Stock, Par Value \$.01 Per Share								166750	I	Goldfarb Family Partners, LLC
Common Stock, Par Value \$.01 Per Share								200000	I	Morris Goldfarb 2012 Delaware Trust
Common Stock, Par Value \$.01 Per Share								29666	I	Spouse
Common Stock, Par Value \$.01 Per Share								92802	I	The Morris And Arlene Goldfarb Family Foundation

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

**Explanation of Responses:**

(1) Effective June 9, 2017, Mr. Goldfarb withdrew 500,000 shares of common stock from each of the Morris Goldfarb 2016 GRAT JG and the Morris Goldfarb 2016 GRAT LF in exchange for promissory notes. The principal amount of each promissory note is equal to the average of the high and low sales prices of

our common stock on such date, multiplied by the number of shares of common stock withdrawn from the corresponding GRAT.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>GOLDFARB MORRIS C/O G-III APPAREL GROUP, LTD. 512 SEVENTH AVENUE NEW YORK, NY 10018</b>	<b>X</b>	<b>X</b>	<b>CEO</b>	

**Signatures**

/s/ Morris Goldfarb

6/13/2017

—Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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