

G III APPAREL GROUP LTD /DE/

Reported by
NOSTRA KATZ JEANETTE

FORM 5

(Annual Statement of Changes in Beneficial Ownership)

Filed 02/28/17 for the Period Ending 01/31/17

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 5

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

OMB APPROVAL
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[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
[] Form 3 Holdings Reported
[X] Form 4 Transactions Reported

ANNUAL 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 * NOSTRA KATZ JEANETTE (Last) (First) (Middle) C/O G-III APPAREL GROUP, LTD., 512 SEVENTH AVENUE (Street) NEW YORK, NY 10018 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol G III APPAREL GROUP LTD /DE/ [GIII]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
3. Statement for Issuer's Fiscal Year Ended (MM/DD/YYYY) <p align="center">1/31/2017</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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)
				Amount	(A) or (D)	Price			
Common Stock, Par Value \$.01 Per Share	10/6/2016		S4	1686 (1)	D	\$29.0878	14732	D	
Common Stock, Par Value \$.01 Per Share	1/27/2017		A4	3960 (2)	A	\$0	14732	D	
Common Stock, Par Value \$.01 Per Share							15200	I	Spouse

Table II - Derivative Securities Acquired, Disposed of, or 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 (MM/DD/YYYY)		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 at End of Issuer's Fiscal Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

- (1) Represents shares withheld to satisfy the Reporting Person's tax obligations in connection with the vesting of 4,512 restricted stock units.
- (2) The above-named person shall have no right to receive 50% of the Shares subject to the RSUs granted to the Participant under this Agreement unless and until both of the following performance criteria shall have been attained (it being understood that the right to receive the other 50% of said Shares is subject only to the time vesting condition set forth above): (a) First Performance Criteria. The first performance criteria is satisfied if (i) the amount of the Company's consolidated earnings before interest and financing charges, net, and income tax expense and including pretax equity gain (loss) in unconsolidated affiliates of the Company ("G-III EBIT") for the fiscal year ending January 31, 2019, subject to certain adjustments (the "Adjustments") for non-recurring items as set forth in the minutes of the meeting of the Committee approving (the "Approval") the grant subject to this Agreement, is at least 25% greater than the amount of the Company's EBIT for the fiscal year ending January 31, 2017, subject to the Adjustments and excluding the results of the Donna Karan business for such fiscal year ("Adjusted Fiscal 2017 G-III Core EBIT") or (ii) if the performance criteria in clause (i) is not satisfied, G-III EBIT for the fiscal year ending January 31, 2020, subject to the Adjustments, is at least 50% greater than the Adjusted Fiscal 2017 G-III Core EBIT. (b) Second Performance Criteria. The second performance criteria is satisfied if (i) during any period of twenty consecutive trading days beginning on the Effective Date and ending on January 31, 2019, the average closing price per share of the Company's common stock on the Nasdaq Global Select Market is at least \$30.30 or (ii) if the stock price performance criteria in clause (i) is not satisfied, during any period of twenty consecutive trading days beginning after January 31, 2019 and ending on or prior to January 31, 2020, the average closing price per share of the Company's common stock on the Nasdaq Global Select Market is at least \$31.5625.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

NOSTRA KATZ JEANETTE C/O G-III APPAREL GROUP, LTD. 512 SEVENTH AVENUE NEW YORK, NY 10018	X			
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Signatures

/s/ Jeanette Nostra-Katz

2/28/2017

**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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