

GOLDFARB MORRIS

Form 4

April 30, 2018

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GOLDFARB MORRIS**

(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]**

3. Date of Earliest Transaction

(Month/Day/Year)

**04/26/2018**

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☒ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
CEO

6. Individual or Joint/Group Filing(Check  
Applicable Line)

☒ Form filed by One Reporting Person  
☐ 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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)
Common Stock, Par Value \$.01 Per Share	04/26/2018		A	132,122 (1)	A \$ 0 3,973,617	D	
Common Stock, Par Value \$.01 Per Share					200,000	I	Arlene Goldfarb 2012 Delaware Trust
Common Stock, Par					166,750	I	Goldfarb Family

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Value \$.01 Per Share				Partners, LLC
Common Stock, Par Value \$.01 Per Share	200,000	I		Morris Goldfarb 2012 Delaware Trust
Common Stock, Par Value \$.01 Per Share	29,666	I		Spouse
Common Stock, Par Value \$.01 Per Share	92,802	I		The Morris And Arlene Goldfarb Family Foundation

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

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SEC 1474  
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDFARB MORRIS C/O G-III APPAREL GROUP, LTD.	X	X	CEO	

512 SEVENTH AVENUE  
NEW YORK, NY 10018

## Signatures

/s/ Morris

04/30/2018

Goldfarb

\_\_\_\_\_  
Signature of  
Reporting Person

\_\_\_\_\_  
Date

## Explanation of Responses:

\* 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).

(1) The above-named persons will be entitled to receive these shares of our common stock only if the performance conditions in clauses (a) and either (b)(1) or (b)(2) set forth below are satisfied: (a) the average closing price per share of our common stock on the Nasdaq Global Select Market over a twenty consecutive trading day period ending on or prior to April 30, 2020 is at least \$41.78 (which is 15% above the closing price on the date of the grant); and either (b) (1) (i) the amount of our consolidated earnings before interest and financing charges, net, and income tax expense ("EBIT") for the fiscal year ending January 31, 2019, subject to certain adjustments for non-recurring items, is at least 10% greater than EBIT for the fiscal year ended January 31, 2018, subject to certain adjustments for non-recurring items ("Fiscal 2018 EBIT"), or (ii) if the performance condition in clause (i) is not satisfied, our EBIT for the fiscal year ending January 31, 2020, subject to certain adjustments for non-recurring items, is at least 20% greater than Fiscal 2018 EBIT; or (2) the average closing price per share of our common stock on the Nasdaq Global Select Market over a forty consecutive trading day period ending on or before January 31, 2020 is at least \$45.4125 (which is 25% above the closing price on the date of grant). (clauses (a) and (b) together, the "Performance Conditions"). In addition, the right to receive shares of common stock pursuant to the above-described restricted stock unit grants will become vested in three equal annual installments on each of June 15, 2019, 2020 and 2021 (the "Time Vesting Condition"). If the Performance Conditions are both satisfied, we will issue to an above-named grantee of restricted stock units one-third of the shares of common stock to which he is entitled under his grant on each of June 15, 2019, 2020 and 2021, but only if he remains employed by us or otherwise performs service for us on each vesting date. If both Performance Conditions are not satisfied within the above-described time periods, we will not issue any shares of common stock pursuant to the restricted stock unit grants. If both Performance Conditions are satisfied at any time during the above-reference time periods, we will issue shares of common stock in respect of all annual installment periods of the Time Vesting Condition for which shares have not previously been issued.

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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