

G III APPAREL GROUP LTD /DE/  
Form 4  
October 08, 2015

**FORM 4**

**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).

**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

(Print or Type Responses)

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

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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
**10/06/2015**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**CEO and President**

**C/O G-III APPAREL GROUP, LTD., 512 SEVENTH AVENUE**

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**NEW YORK, NY 10018**

(City) (State) (Zip)

**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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
|  |                                      |  | Code                           | V Amount (D) Price  |   |  |  |
| Common Stock, Par Value \$0.01 Per Share | 10/06/2015                           |  | S                              | 44,537 (1) D \$ 64.112 (2)  | 3,667,506   | D  |  |
| Common Stock, Par Value \$0.01 Per Share | 10/07/2015                           |  | S                              | 2,575 (1) D \$ 63   | 3,664,931   | D  |  |
|  | 10/08/2015                           |  | S                              | 20 (1) D \$ 65.04   | 3,664,911   | D  |  |

Common  
Stock,  
Par Value  
\$.01 Per  
Share

Common  
Stock,  
Par Value  
\$.01 Per  
Share

10/08/2015 S 90,499 D \$ 65.0579 3,574,412 D  
(3)

Common  
Stock,  
Par Value  
\$.01 Per  
Share

200,000 I

Arlene  
Goldfarb  
2012  
Delaware  
Trust

Common  
Stock,  
Par Value  
\$.01 Per  
Share

166,750 I

Goldfarb  
Family  
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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying | 8. Price of Derivative Security | 9. Number of Derivative Securities |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|-----------------------------------|---------------------------------|------------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|-----------------------------------|---------------------------------|------------------------------------|

| (Instr. 3) | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | Securities<br>(Instr. 3 and 4) | (Instr. 5)         | Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |  |
|------------|------------------------------------|------------------|------------|---|--------------------------------|--------------------|---|--|
|            |                                    |                  | Code       | V (A) (D)   | Date<br>Exercisable            | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |

## Reporting Owners

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

## Signatures

/s/ Morris  
Goldfarb  
10/08/2015  
Date

\*\*Signature of Reporting Person

## 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) Represents shares sold to satisfy the Reporting Person's tax obligations in connection with the vesting of 89,000 restricted stock units.
- (2) The reported price represents the weighted average price for shares sold in multiple transactions ranging from \$63.50 to \$65.49. The details of the amounts and prices will be provided to the Issuer, any shareholders of the Issuer or the SEC on request.
- (3) The reported price represents the weighted average price for shares sold in multiple transactions ranging from \$65.00 to \$65.30. The details of the amounts and prices will be provided to the Issuer, any shareholders of the Issuer or the SEC on request.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.