SEC Form 4

FORM 4

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

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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)
Goldfarb Jeffrey David	G III APPAREL GROUP LTD /DE/ [GIII]	X Director 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/16/2021	X Officer (give title below) Other (specify below)
C/O G-III APPAREL GROUP, LTD. 512 SEVENTH AVENUE		Executive Vice President
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year) 03/22/2021	6. Individual or Joint/Group Filing (Check Applicable Line)
NEW YORK NY 10018		X Form filed by One Reporting Person
(City) (State) (Zip)		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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, Par Value $.01 Per Share	03/16/2021		A		15,908[1][2]	A	$0	450,746[3]	D	
Common Stock, Par Value $.01 Per Share								24,896	I	Amanda Julie Goldfarb 2007 Trust
Common Stock, Par Value $.01 Per Share								47,170	I	JARS Portfolio LLC
Common Stock, Par Value $.01 Per Share								2,200	I	Ryan Gabriel Goldfarb 2009 Trust

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 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: 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. Consists of restricted stock units ("RSUs") each representing a contingent right to receive one share of common stock of G-III Apparel Group, Ltd ("G-III"). The RSUs will cliff vest on April 1, 2024 only if the Reporting Person remains employed by or continues to provide services to G-III.

2. The amended Amount of Securities Acquired reflects that on June 28, 2021, the Compensation Committee amended the March 16, 2021 RSU award to consist of (a) the retention of 50% of the RSUs awarded and (b) performance share units subject to several performance conditions, in lieu of 50% of the RSUs awarded, as further described in the issuer's Form 8-K filed on June 30, 2021.

3. Reflects the amendment described in footnote (2). Does not reflect the intervening transaction reported on the Reporting Person's Form 4 filed on 6/16/2021.

/s/ Jeffrey Goldfarb   06/30/2021
** 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.

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 Number.