

Item 8.01. Other Events.

On July 30, 2020, G-III Apparel Group, Ltd. (the “Company”) issued a news release announcing the pricing of a previously announced private offering (the “Offering”) of \$400 million aggregate principal amount of senior secured notes due 2025 (the “Notes”) by the Company. The Company intends to use the net proceeds from the Offering (i) to repay its existing term loan facility due 2022, (ii) to pay related fees and expenses and (iii) for general corporate purposes. The news release making this announcement is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information in this Current Report on Form 8-K is neither an offer to sell nor a solicitation of an offer to buy any securities.

Cautionary Language Concerning Forward-Looking Statements

Various statements contained in this Current Report (including the exhibits attached hereto) constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are based on current expectations and are indicated by words or phrases such as “anticipate,” “estimate,” “expect,” “will,” “project,” “we believe,” “is or remains optimistic,” “currently envisions,” “forecasts,” “plans,” “goal” and similar words or phrases and involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from the future results, performance or achievements expressed in or implied by such forward-looking statements. Forward-looking statements also include representations of our expectations or beliefs concerning future events that involve risks and uncertainties, including, but not limited to, the following:

- the outbreak of COVID-19 and its numerous adverse effects, including the closing of stores and shopping malls, the reduction of consumer purchases of the types of products we sell, the impact on our supply chain, restrictions on travel and group gatherings and the general material adverse effect on the economy in the U.S. and around the world, all of which negatively impact our business, sales and results of operations;
 - our dependence on licensed products;
 - our dependence on the strategies and reputation of our licensors;
 - costs and uncertainties with respect to expansion of our product offerings;
 - the performance of our products at retail and customer acceptance of new products;
 - retail customer concentration;
 - risks of doing business abroad;
 - risks related to the recent adoption of a national security law in Hong Kong;
 - price, availability and quality of materials used in our products;
 - the need to protect our trademarks and other intellectual property;
 - risks relating to our retail operations segment;
 - our ability to achieve operating enhancements and cost reductions from the restructuring of our retail operations, as well as the impact on our business and financial statements resulting from any related costs and charges which may be dilutive to our earnings;
 - the impact on our business and financial statements related to the early closure of stores or the termination of long-term leases;
 - dependence on existing management;
 - our ability to make strategic acquisitions and possible disruptions from acquisitions;
 - need for additional financing;
 - seasonal nature of our business;
 - our reliance on foreign manufacturers;
 - the need to successfully upgrade, maintain and secure our information systems;
 - increased exposure to consumer privacy, cybersecurity and fraud concerns, including as a result of the remote working environment;
 - the impact of the current economic and credit environment on us, our customers, suppliers and vendors;
 - the effects of competition in the markets in which we operate, including from e-commerce retailers;
 - the redefinition of the retail store landscape in light of widespread retail store closings, the bankruptcy of a number of prominent retailers and the impact of online apparel purchases and innovations by e-commerce retailers;
 - consolidation of our retail customers;
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- the impact on our business of the imposition of tariffs by the United States government and the escalation of trade tensions between countries;
- additional legislation and/or regulation in the United States or around the world;
- our ability to import products in a timely and cost effective manner;
- our ability to continue to maintain our reputation;
- the effect of regulations applicable to us as a U.S. public company; and
- the other risk factors described in detail in our Annual Report on Form 10-K for the fiscal year ended January 31, 2020, filed with the U.S. Securities Exchange Commission (the “SEC”) on March 30, 2020, and in our Quarterly Report on Form 10-Q for the fiscal quarter ended April 30, 2020, filed with the SEC on June 9, 2020, and in any subsequent filings with the SEC.

Although we believe that these forward-looking statements are based upon reasonable assumptions, these assumptions are based largely on our expectations and judgments and are subject to a number of risks and uncertainties, many of which are unforeseeable and beyond our control. Accordingly, we cannot give any assurance that our expectations will in fact occur and caution that actual results may differ materially from those in the forward-looking statements. Given these uncertainties, prospective investors are cautioned not to place undue reliance on these forward-looking statements. A detailed discussion of significant risk factors that have the potential to cause our actual results to differ materially from our expectations is described under the heading “Risk Factors” in our filings with the SEC. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following exhibit is filed herewith:

99.1 [Press Release of G-III Apparel Group, Ltd., dated July 30, 2020.](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

G-III APPAREL GROUP, LTD.

Date: July 30, 2020

By: /s/ Neal S. Nackman
Neal S. Nackman
Chief Financial Officer

G-III APPAREL GROUP, LTD.**ANNOUNCES PRICING OF \$400 MILLION OF SENIOR SECURED NOTES DUE 2025**

NEW YORK – July 30, 2020 – G-III Apparel Group, Ltd. (the “Company”) (Nasdaq GS: GIII) today announced that it has priced \$400 million aggregate principal amount of 7.875% Senior Secured Notes Due 2025 (the “Notes”). The Notes will be senior secured obligations of, and will be guaranteed on a senior secured basis by, each of the Company’s subsidiaries that are guarantors under its senior secured credit facilities. The Notes offering (the “Offering”) is expected to close on August 7, 2020, subject to customary closing conditions.

The Company intends to use the net proceeds of the Offering (i) to repay its existing term loan facility due 2022, (ii) to pay related fees and expenses and (iii) for general corporate purposes.

The Notes will be offered in the United States to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and outside the United States pursuant to Regulation S under the Securities Act. The Notes have not been registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements.

This press release is neither an offer to sell nor a solicitation of an offer to buy any securities, nor shall there be any offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful. Any offers of the Notes will be made only by means of a private offering memorandum. This notice is being issued pursuant to and in accordance with Rule 135(c) under the Securities Act.

About G-III Apparel Group, Ltd.

G-III designs, sources and markets apparel and accessories under owned, licensed and private label brands. G-III’s owned brands include DKNY, Donna Karan, Vilebrequin, G. H. Bass, Eliza J, Jessica Howard, Andrew Marc and Marc New York. G-III has fashion licenses under the Calvin Klein, Tommy Hilfiger, Karl Lagerfeld Paris, Kenneth Cole, Cole Haan, Guess?, Vince Camuto, Levi’s and Dockers brands. Through its team sports business, G-III has licenses with the National Football League, National Basketball Association, Major League Baseball, National Hockey League and over 150 U.S. colleges and universities. Through its retail subsidiaries, G-III also operates retail stores under the DKNY, Wilsons Leather, G. H. Bass, Vilebrequin, Karl Lagerfeld Paris and Calvin Klein Performance names. Subsequent to completion of the restructuring of its retail operations segment, G-III will, through two of its wholly-owned subsidiaries, continue to operate stores under the DKNY and Karl Lagerfeld Paris names. G-III, through wholly-owned foreign subsidiaries, will also continue to operate stores under the Vilebrequin name.

Statements concerning G-III’s business outlook or future economic performance, anticipated revenues, expenses or other financial items; restructuring plans; product introductions and plans and objectives related thereto; and statements concerning assumptions made or expectations as to any future events, conditions, performance or other matters are “forward-looking statements” as that term is defined under the Federal Securities laws. Forward-looking statements are subject to risks, uncertainties and factors which include, but are not limited to, risks related to the COVID-19 outbreak, reliance on licensed product, reliance on foreign manufacturers, risks of doing business abroad, the current economic and credit environment, the nature of the apparel industry, including changing customer demand and tastes, customer concentration, seasonality, risks associated with the restructuring of our retail operations segment, risks of operating a retail business, risks related to G-III’s ability to reduce the losses incurred in its retail operations, customer acceptance of new products, the impact of competitive products and pricing, dependence on existing management, possible disruption from acquisitions, the impact on G-III’s business of the imposition of tariffs by the United States government and business and general economic conditions, as well as other risks detailed in G-III’s filings with the Securities and Exchange Commission. G-III assumes no obligation to update the information in this release.

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