SEC Form 4

FORM 4

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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to Section 16. Form 4 or Form 5 obligations may continue. See Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 Instruction 1(b). 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person* (Check all applicable) G III APPAREL GROUP LTD /DE/ [GIII] **GOLDFARB MORRIS** Director Х 10% Owner Officer (give title Other (specify Х (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) below) below) (Last) 03/16/2021 CEO C/O G-III APPAREL GROUP, LTD. **512 SEVENTH AVENUE** 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) 03/22/2021 (Street) X Form filed by One Reporting Person 10018 NEW YORK NY Form filed by More than One Reporting Person (City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of							
	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transa Code (8)					Securities Beneficially Owned Following Reported	(D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock, Par Value \$.01 Per Share	03/16/2021		A		63,633(1)(2)	A	\$ <mark>0</mark>	3,586,430 ⁽³⁾	D	
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								76,175	I	The Morris And Arlene Goldfarb Family Foundation

	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. Transa Code (8)		5. Number of		6. Date Exercisable and Expiration Date (Month/Day/Year)				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.

06/30/2021

** Signature of Reporting Person Date Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 \ast 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.