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

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): June 7, 2011**

**G-III APPAREL GROUP, LTD.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-18183**  
(Commission File Number)

**41-1590959**  
(IRS Employer  
Identification No.)

**512 Seventh Avenue**  
**New York, New York**  
(Address of principal executive offices)

**10018**  
(Zip Code)

Registrant's telephone number, including area code: **(212) 403-0500**

**Not Applicable**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

At the Annual Meeting of Stockholders of G-III Apparel Group, Ltd. (the “Company”) held on June 7, 2011, the Company’s stockholders approved an amendment to the Company’s Certificate of Incorporation to increase the total number of authorized shares of the Company’s common stock from 40,000,000 shares to 80,000,000 shares. The increase in the number of authorized shares of the Company’s common stock was effected pursuant to a Certificate of Amendment of Certificate of Incorporation (the “Certificate of Amendment”) filed with the Secretary of State of the State of Delaware on June 7, 2011 and was effective as of such date. A copy of the Certificate of Amendment is attached as Exhibit 3.1 hereto and is incorporated into this Item 5.03 by reference.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

At the Annual Meeting of Stockholders of the Company held on June 7, 2011, the following proposals were voted on and approved by the Company’s stockholders with the stockholders having voted as set forth below:

*Proposal 1 — the election of nine directors to serve on the Company’s Board of Directors to serve until the next Annual Meeting of Stockholders or until their respective successors shall have been duly elected and qualified:*

<u>Directors</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Morris Goldfarb	15,985,616	2,435,809	770,310
Sammy Aaron	17,499,227	922,198	770,310
Thomas J. Brosig	17,728,549	692,876	770,310
Alan Feller	17,941,151	480,274	770,310
Jeffrey Goldfarb	17,052,826	1,368,599	770,310
Carl Katz	15,921,413	2,500,012	770,310
Laura Pomerantz	18,175,604	245,821	770,310
Willem van Bokhorst	17,950,958	470,467	770,310
Richard White	16,535,117	1,886,308	770,310

*Proposal 2 — the approval of an amendment to the Company’s Certificate of Incorporation to increase the total number of authorized shares of the Company’s common stock from 40,000,000 shares to 80,000,000 shares:*

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
11,240,444	7,934,739	16,552	Not applicable

*Proposal 3 — the approval of a non-binding, advisory resolution on the compensation of the Company’s named executive officers:*

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
17,816,681	587,946	16,798	770,310

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*Proposal 4 — a non-binding, advisory vote on the frequency of future advisory votes on compensation of the Company's named executive officers:*

<u>One Year</u>	<u>Two Years</u>	<u>Three Years</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
14,295,778	20,333	4,098,428	6,886	770,310

*Proposal 5 — the ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accountants for the fiscal year ending January 31, 2012:*

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
18,837,462	349,449	4,824	Not applicable

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

3.1 Certificate of Amendment to Certificate of Incorporation.

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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: June 9, 2011

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

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EXHIBIT INDEX

Exhibit	Description
3.1	Certificate of Amendment to Certificate of Incorporation.

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
G-III APPAREL GROUP, LTD.**

\* \* \* \* \*

G-III APPAREL GROUP, LTD., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (hereinafter called the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation (the "Board of Directors") duly adopted a resolution, in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware, proposing and declaring advisable the following amendment to the Certificate of Incorporation (the "Certificate of Incorporation") of the Corporation and directing that such proposed amendment be considered at the Corporation's annual meeting of stockholders:

RESOLVED, that the Certificate of Incorporation, as previously amended on June 8, 2006, be further amended pursuant to a Certificate of Amendment of Certificate of Incorporation (the "Certificate of Amendment"), such that Paragraph (A) of Article FOURTH of the Certificate of Incorporation be amended to read in its entirety as follows:

FOURTH: A. Authorized Capital Stock. The total number of shares of all classes of stock which this Corporation shall have authority to issue is EIGHTY-ONE MILLION (81,000,000) shares, consisting of ONE MILLION (1,000,000) shares of Preferred Stock, par value \$.01 per share (hereinafter, the "Preferred Stock"), and EIGHTY MILLION (80,000,000) shares of Common Stock, par value \$.01 per share (hereinafter, the "Common Stock").

SECOND: That pursuant to the resolution of the Board of Directors, the proposed amendment to the Certificate of Incorporation was submitted to the stockholders of the Corporation at the annual meeting of the stockholders of the Corporation duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, at which meeting a majority of the outstanding stock entitled to vote thereon and a majority of the outstanding stock of each class entitled to vote thereon as a class, as required by statute, voted in favor of the amendment to the Certificate of Incorporation.

THIRD: That the aforesaid amendment has been duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of Delaware.

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IN WITNESS WHEREOF, the undersigned has signed this Certificate of Amendment of Certificate of Incorporation to be signed on behalf of the Corporation, under penalties of perjury, and the facts stated herein are true and correct.

Dated: June 7, 2011

G-III APPAREL GROUP, LTD.

By: /s/ Morris Goldfarb

Name: Morris Goldfarb

Title: Chief Executive Officer