UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended July 31, 2007

OR

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

For the transition period from to

Commission File Number 0-18183

G-III APPAREL GROUP, LTD.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	**41-1590959** (I.R.S. Employer Identification No.)
512 Seventh Avenue, New York, New York (Address of Principal Executive Offices)	**10018** (Zip Code)

(212) 403-0500

(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☑ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer. See definition of ''accelerated filer and large accelerated filer'' in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☑

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☑

As of September 1, 2007, there were 16,389,778 shares of our common stock, par value $0.01 per share, outstanding.

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PART I — FINANCIAL INFORMATION

Item 1. Financial Statements.

G-III APPAREL GROUP, LTD. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

(in thousands, except share and per share amounts)

	July 31, 2007 (unaudited)	July 31, 2006 (unaudited)	January 31, 2007
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	**$ 2,672**	$ 728	$ 12,026
Accounts receivable, net of allowance for doubtful accounts and sales discounts of $15,209, $8,214 and $15,475, respectively	**61,016**	58,301	60,960
Inventories, net	**98,294**	81,163	38,111
Prepaid taxes	**8,005**	7,455	—
Deferred income taxes	**5,279**	4,101	5,279
Prepaid expenses and other current assets	**16,295**	13,838	9,753
Total current assets	**191,561**	165,586	126,129
PROPERTY, PLANT AND EQUIPMENT, NET	**5,646**	4,255	5,641
DEFERRED INCOME TAXES	**2,800**	2,430	2,800
GOODWILL	**25,899**	18,787	25,006
OTHER INTANGIBLES, NET	**13,549**	13,628	11,971
OTHER ASSETS	**1,235**	2,468	1,983

	$240,690	$207,154	$173,530
LIABILITIES AND STOCKHOLDERS' EQUITY			
CURRENT LIABILITIES			
Notes payable	**$ 15,245**	$ 48,610	$ 10,942
Current maturities of obligations under capital leases	**10**	208	188
Income taxes payable	**—**	—	2,613
Accounts payable	**56,147**	44,708	12,430
Contingent purchase price payable	**—**	—	3,989
Accrued expenses	**10,862**	7,340	14,109
Total current liabilities	**82,264**	100,866	44,271
NOTES PAYABLE	**9,794**	18,450	13,143
OTHER NON-CURRENT LIABILITIES	**364**	527	474
TOTAL LIABILITIES	**92,422**	119,843	57,888
COMMITMENTS AND CONTINGENCIES			
STOCKHOLDERS' EQUITY			
Preferred stock, 1,000,000 shares authorized; No shares issued and outstanding in all periods			
Common stock – $.01 par value; 40,000,000 shares Authorized; 16,757,003, 14,364,125 and 14,530,070 shares issued, respectively	**167**	144	145
Additional paid-in capital	**96,322**	52,132	56,686
Retained earnings	**52,749**	36,005	59,781
	149,238	88,281	116,612
Common stock held in treasury – 367,225 shares at cost	**(970)**	(970)	(970)
	148,268	87,311	115,642
	$240,690	$207,154	$173,530

The accompanying notes are an integral part of these statements.

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G-III APPAREL GROUP, LTD. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except share and per share amounts)

	Three Months Ended July 31, (Unaudited)	
	2007	**2006**
Net sales	**$ 83,909**	$ 69,082
Cost of goods sold	**61,969**	52,249
Gross profit	**21,940**	16,833
Selling, general and administrative expenses	**22,056**	17,478
Depreciation and amortization	**1,247**	1,112
Operating loss	**(1,363)**	(1,757)
Interest and financing charges, net	**147**	1,264
Loss before income taxes	**(1,510)**	(3,021)
Income tax benefit	**(626)**	(1,284)
Net loss	**$ (884)**	$ (1,737)
LOSS PER COMMON SHARE:		
Basic and Diluted:		
Net loss per common share	**$ (0.05)**	$ (0.14)
Weighted average number of shares outstanding	**16,376,000**	12,756,000

The accompanying notes are an integral part of these statements.

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G-III APPAREL GROUP, LTD. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except share and per share amounts)

	Six Months Ended July 31, (Unaudited) 2007	2006
Net sales	**$ 118,997**	$ 83,471
Cost of goods sold	**89,728**	65,959
Gross profit	**29,269**	17,512
Selling, general and administrative expenses	**38,549**	31,817
Depreciation and amortization	**2,841**	2,197
Operating loss	**(12,121)**	(16,502)
Interest and financing charges, net	**412**	1,911
Loss before income taxes	**(12,533)**	(18,413)
Income tax benefit	**(5,201)**	(7,826)
Net loss	**$ (7,332)**	$ (10,587)
LOSS PER COMMON SHARE:		
Basic and Diluted:		
Net loss per common share	**$ (0.46)**	$ (0.85)
Weighted average number of shares outstanding	**15,823,000**	12,410,000

The accompanying notes are an integral part of these statements.

G-III APPAREL GROUP, LTD. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Six Months Ended July 31, (Unaudited) 2007	2006
Cash flows from operating activities		
Net loss	**$ (7,332)**	$ (10,587)
Adjustments to reconcile net loss to net cash used in operating activities, net of assets and liabilities acquired:		
Depreciation and amortization	**2,841**	2,197
Non-cash stock based compensation	**284**	175
Deferred financing charges	**355**	484
Deferred income taxes		(15)
Changes in operating assets and liabilities:		
Accounts receivable	**(56)**	(12,550)
Inventories, net	**(56,358)**	(50,768)
Income taxes, net	**(10,318)**	(9,724)
Prepaid expenses and other current assets	**(6,542)**	(5,994)
Other assets, net	**393**	(256)
Accounts payable and accrued expenses	**40,470**	31,350
Net cash used in operating activities	**(36,263)**	(55,688)
Cash flows from investing activities		
Capital expenditures	**(1,068)**	(499)
Cash paid for acquisition of Jessica Howard/Industrial Cotton	**(8,322)**	
Acquisition of Marvin Richards and Winlit		70
Contingent purchase price paid	**(3,741)**	(3,380)
Net cash used in investing activities	**(13,131)**	(3,809)
Cash flows from financing activities		
Increase in notes payable, net	**6,310**	41,240
Repayment of term loan	**(5,356)**	(3,300)
Payments for capital lease obligations	**(288)**	(104)

Proceeds from sale of common stock, net	**36,514**	15,035
Proceeds from exercise of stock options	**946**	323
Tax benefit from exercise of stock options	**1,914**	—
Net cash used in financing activities	**40,040**	53,194
Net increase in cash and cash equivalents	**(9,354)**	(6,303)
Cash and cash equivalents at beginning of period	**12,026**	7,031
Cash and cash equivalents at end of period	**$ 2,672**	$ 728
Supplemental disclosures of cash flow information:		
Cash paid during the period for:		
Interest	**$ 189**	$ 1,744
Income taxes	**3,190**	1,879

The accompanying notes are an integral part of these statements.

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G-III APPAREL GROUP, LTD. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Note 1 — General Discussion

As used in these financial statements, the term ''Company'' refers to G-III Apparel Group, Ltd. and its majority-owned subsidiaries. The results for the three and six month periods ended July 31, 2007 are not necessarily indicative of the results expected for the entire fiscal year, given the seasonal nature of the Company's business. The accompanying financial statements included herein are unaudited. In the opinion of management, all adjustments (consisting of only normal recurring adjustments) necessary for a fair presentation of the financial position, results of operations and cash flows for the interim periods presented have been reflected.

The Company consolidates the accounts of its wholly-owned subsidiaries. All material intercompany balances and transactions have been eliminated.

The accompanying financial statements should be read in conjunction with the financial statements and notes included in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission for the fiscal year ended January 31, 2007.

Note 2 — Acquisition of Assets of Jessica Howard and Industrial Cotton

In May, 2007, the Company entered into an Asset Purchase Agreement with Starlo Fashions, Inc., Jessica Howard, Ltd. and Industrial Cotton, Inc., Robert Glick and Mary Williams, pursuant to which the Company acquired certain assets of the business conducted by Jessica Howard and Industrial Cotton, two affiliated companies. The Company acquired certain assets of these two companies, consisting primarily of inventory and trademarks. The total consideration paid by the Company in connection with the acquisition was $8.3 million, including associated fees and expenses. The cost to acquire these assets has been preliminarily allocated to the assets according to estimated fair values and is subject to adjustment when additional information concerning asset valuations is finalized. The preliminary allocation has resulted in acquired intangibles in the amount of $4.4 million.

Jessica Howard designs and markets moderate and better dresses under the Jessica Howard and Eliza J brands, as well as under private label programs. Industrial Cotton is a mid-tier provider of a broad assortment of junior denim products.

The following unaudited pro forma information presents the results of operations of the Company as if the acquisition had taken place on February 1, 2006:

	Three Months ended July 31,		Six Months ended July 31,	
	2007	2006	2007	2006
	(in thousands, except per share amounts)			
Net sales	$ 92,371	$ 86,808	$ 146,866	$ 124,557
Net loss	(991)	(1,252)	(7,006)	(9,082)
Loss per share:				
Basic and diluted	$ (0.06)	$ (0.10)	$ (0.44)	$ (0.71)

The unaudited pro forma results shown above reflect the assumption that the Company would have financed the acquisitions under identical terms and conditions as the actual financing and do not reflect any anticipated cost savings that may result from combining the entities. The unaudited pro forma results of operations have been prepared for comparative purposes only and do not purport to be indicative of the results of operations which actually would have resulted had the acquisition occurred as of February 1, 2006.

The operating results of Jessica Howard/Industrial Cotton have been included in the Company's financial statements since May 24, 2007, the date of acquisition.

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Note 3 — Public Offering

On March 9, 2007, the Company completed a public offering of 4,500,000 shares of common stock, of which 1,621,000 shares were sold by the Company, and 2,879,000 shares were sold by certain selling stockholders, at a public offering price of $20.00 per share. The Company received net proceeds of $30.5 million from this offering after payment of the underwriting discount and expenses of the offering. On April 12, 2007, the Company received additional net proceeds of $6.0 million in connection with the sale of 313,334 shares of common stock pursuant to the exercise of the underwriters' overallotment option.

Note 4 — Stock Based Compensation

Effective February 1, 2006, the Company adopted Statement of Financial Accounting Standards No. 123R, ''Share Based Payment'' (''SFAS 123R''). The Company elected to use the modified prospective transition method. Accordingly, prior period results were not restated. Prior to the adoption of SFAS 123R, stock-based compensation expense related to stock options was not recognized in the results of operations if the exercise price was at least equal to the market value of the common stock on the grant date, in accordance with Accounting Principles Board Opinion No. 25, ''Accounting for Stock Issued to Employees.'' As a result, the recognition of stock-based compensation expense in prior periods was generally limited to the expense attributed to restricted stock awards.

SFAS 123R requires all share-based payments to employees, including grants of employee stock options, to be recognized as compensation expense over the service period (generally the vesting period) in the consolidated financial statements based on their fair values. Under the modified prospective method, awards that were granted, modified, or settled on or after February 1, 2006 are measured and accounted for in accordance with SFAS 123R. Unvested equity-based awards that were granted prior to February 1, 2006 will continue to be accounted for in accordance with SFAS 123 and recognized in the results of operations over the remaining vesting periods. The impact of forfeitures that may occur prior to vesting is estimated and considered in the amount recognized. The realization of tax benefits in excess of amounts recognized for financial reporting purposes will be recognized in the Consolidated Statement of Cash Flows as a financing activity rather than an operating activity as it was classified in the past.

It is the Company's policy to grant stock options at prices not less than the fair market value on the date of the grant. Option terms, vesting and exercise periods vary, except that the term of an option may not exceed ten years.

The fair value of stock options was estimated using the Black-Scholes option-pricing model. This model requires the input of subjective assumptions that will usually have a significant impact on the fair value estimate. The assumptions for the current period grants were developed based on SFAS 123R and Securities and Exchange Commission guidance contained in Staff Accounting Bulletin (SAB) No. 107, ''Share-Based Payment.''

The following weighted average assumptions were used in the Black-Scholes option-pricing model for grants in fiscal 2008 and 2007, respectively:

	2008	2007
Expected stock price volatility	48.9%	48.4%
Expected lives of options		
Directors and officers	7 years	7 years
Employees	6 years	6 years
Risk-free interest rate	4.8% – 5.0%	5.0%
Expected dividend yield	0%	0%

The weighted average volatility for the current period was developed using historical volatility for periods equal to the expected term of the options. An increase in the weighted average volatility assumption will increase stock compensation expense.

The risk-free interest rate was developed using the U.S. Treasury yield curve for periods equal to the expected term of the options on the grant date. An increase in the risk-free interest rate will increase stock compensation expense.

The dividend yield is a ratio that estimates the expected dividend payments to shareholders. The Company has not declared a cash dividend and has estimated dividend yield at 0%.

The expected term of stock option grants was developed after considering vesting schedules, life of the option, and historical experience. An increase in the expected holding period will increase stock compensation expense.

SFAS 123R requires the recognition of stock-based compensation for the number of awards that are ultimately expected to vest. As a result, for most awards, recognized stock compensation was reduced for estimated forfeitures prior to vesting primarily based on an historical annual forfeiture rate. Estimated forfeitures will be reassessed in subsequent periods and may change based on new facts and circumstances.

The following table summarizes stock option and warrant activity for the six months ended July 31, 2007:

	Shares	Weighted Average Exercise price
Outstanding at beginning of year	1,673,798	$ 6.16
Granted	71,000	$ 18.53
Exercised	(292,600)	3.23
Cancelled or forfeited	(23,250)	4.90
Outstanding at end of period	1,428,948	$ 7.40
Exercisable	1,004,448	$ 6.40

The weighted average remaining term for stock options outstanding was 5.3 years at July 31, 2007. The aggregate intrinsic value at July 31, 2007 was $12.5 million for stock options outstanding and $9.8 million for stock options exercisable. The intrinsic value for stock options is calculated based on the exercise price of the underlying awards and the market price of the Company's common stock as of July 31, 2007, the reporting date.

Proceeds received from the exercise of stock options were approximately $946,000 and $323,000 during the six months ended July 31, 2007 and 2006, respectively. The intrinsic value related to the exercise of stock options was $5.0 million and $1.2 million for the three months ended July 31, 2007 and 2006, respectively. A portion of this amount is currently deductible for tax purposes.

As of July 31, 2007, approximately $1.6 million of unrecognized stock compensation related to unvested awards (net of estimated forfeitures) is expected to be recognized through the year ended January 31, 2013.

Note 5 — Inventories

Inventories, which are stated at lower of cost (determined by the first-in, first out method) or market, consist of:

	July 31, 2007	July 31, 2006	January 31, 2007
		(in thousands)	
Finished goods	**$ 92,469**	$ 74,331	$ 36,098
Work-in-process	**905**	693	16
Raw materials	**4,920**	6,139	1,997
	$ 98,294	$ 81,163	$ 38,111

Note 6 — Intangibles

In July 2005, the company acquired Marvin Richards and the operating assets of the Winlit Group. The former principals of each of Marvin Richards and the Winlit Group are entitled to receive additional purchase price based on the performance of these divisions through January 31, 2009. Contingent payments in the aggregate amount of $3.7 million and $3.3 million have been paid based upon the performance of these divisions with respect to the fiscal years ended January 31, 2007 and 2006, respectively. Goodwill is increased for any earn-out payments made.

Note 7 — Loss per Common Share

Basic loss per share has been computed using the weighted average number of common shares outstanding during each period excluding unvested restricted stock awards that have not met the market condition. Diluted income per share amounts are computed, when applicable, using the weighted average number of common shares and potential dilutive common shares, consisting of stock options and stock warrants, outstanding during the period.

Note 8 — Notes Payable

The Company has a financing agreement with The CIT Group/Commercial Services, Inc., as Agent, for a consortium of banks. The financing agreement, which expires on July 11, 2008, is a senior collateralized credit facility that provided for borrowings in the aggregate principal amount of up to $195 million. As a result of required principal payments under the term loan portion of this facility, the maximum aggregate principal amount of borrowings was $181.4 million as of July 31, 2007. The facility consists of a revolving line of credit and a term loan.

The revolving line of credit provides for a maximum line ranging from $45 million to $165 million at specific times during the year, provided that there are no borrowings outstanding for at least 45 days during the period from December 1 through April 30 each year. This condition has been met for the current year. Amounts available under the line are subject to borrowing base formulas and over advances as specified in the financing agreement. Borrowings under the line of credit bear interest at the Company's option at the prime rate less 0.25% or LIBOR plus 2.0%.

The term loan in the original principal amount of $30 million is payable over three years with eleven quarterly installments of principal in the amount of $1,650,000 and a balloon payment due on July 11, 2008, the maturity date of the loan. Mandatory prepayments are required under the term loan commencing with the fiscal year that ended January 31, 2007 to the extent of 50% of excess cash flow, as defined. In April 2007, we made a prepayment of $2.0 million for the year ended January 31, 2007. The term loan bears interest, at the Company's option, at prime plus 0.75% or LIBOR plus 3.0%.

The financing agreement requires the Company, among other covenants, to maintain certain earnings, tangible net worth and minimum fixed charge coverage ratios as defined. It also limits payments for cash dividends and stock redemption to $1.5 million plus an additional amount based on the proceeds of sales of equity securities and limits annual capital expenditures. As of July 31, 2007, we were in compliance with these covenants. The financing agreement is collateralized by all of the assets of the Company.

Notes payable also includes a foreign note payable ($770,000) by PT Balihides, the Company's inactive Indonesian subsidiary.

Note 9 — Income Taxes

The Company accounts for income taxes in accordance with SFAS No. 109, ''Accounting for Income Taxes'' (''SFAS 109''). On February 1, 2007, the Company adopted FASB Interpretation No. 48, ''Accounting for Uncertainty in Income Taxes'' (''FIN 48''). FIN 48 clarifies the accounting for uncertainty in income taxes recognized in the Company's financial statements in accordance with SFAS 109. FIN 48 also prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a return, as well as guidance on derecognition, classification, interest and penalties and financial statement reporting disclosures.

Upon the adoption of FIN 48, the Company commenced a review of all open tax years in all jurisdictions. The Company does not believe it has included any ''uncertain tax positions'' in its Federal income tax return or any of the state income tax returns it is currently filing. As a result of the implementation of FIN 48, the Company recognized a $300,000 decrease in the liability for unrecognized tax benefits, which was accounted for as an increase to retained earnings. As of July 31, 2007, the Company had no material unrecognized tax benefits.

The Company's policy on classification is to include interest in ''interest and financing charges'' and penalties in ''selling, general and administrative expense'' in the accompanying condensed consolidated Statements of Income. The Company and certain of its subsidiaries are subject to U.S. federal income tax as well as income tax of multiple state, local, and foreign jurisdictions. U.S. federal income tax returns have been examined through January 31, 2005. In addition, an audit is currently being conducted by New York City for the year ended January 31, 2004.

Note 10 — Segments

The Company's reportable segments are business units that offer different products and are managed separately. The Company operates in two segments, licensed and non-licensed apparel. The following information is presented for the three month periods indicated below:

	Three Months Ended July 31,			
	2007		2006	
	Licensed	Non-Licensed	Licensed	Non-Licensed
Net sales	**$ 52,074**	**$ 31,835**	$ 41,466	$ 27,616
Cost of goods sold	**37,844**	**24,125**	30,113	22,136
Gross profit	**14,230**	**7,710**	11,353	5,480
Selling, general and administrative	**15,488**	**7,815**	11,957	6,633
Operating loss	**$ (1,258)**	**$ (105)**	$ (604)	$ (1,153)

	Six Months Ended July 31,			
	2007		2006	
	Licensed	Non-Licensed	Licensed	Non-Licensed
Net sales	**$ 81,919**	**$ 37,078**	$ 54,191	$ 29,280
Cost of goods sold	**60,966**	**28,762**	41,115	24,844
Gross profit	**20,953**	**8,316**	13,076	4,436
Selling, general and administrative	**28,867**	**12,523**	21,941	12,073
Operating loss	**$ (7,914)**	**$ (4,207)**	$ (8,865)	$ (7,637)

Included in finished goods inventory at July 31, 2007 are approximately $70.6 million and $21.9 million of inventories for licensed and non-licensed apparel, respectively. Included in finished goods at July 31, 2006 are approximately $51.2 million and $23.1 million of inventories for licensed and non-licensed apparel, respectively. All other assets are commingled.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Unless the context otherwise requires, ''G-III'', ''us'', ''we'' and ''our'' refer to G-III Apparel Group, Ltd. and its subsidiaries. References to fiscal years refer to the year ended or ending on January 31 of that year.

Statements in this Quarterly Report on Form 10-Q concerning our business outlook or future economic performance; anticipated revenues, expenses or other financial items; product introductions and plans and objectives related thereto; and statements concerning assumptions made or expectations as to any future events, conditions, performance or other matter, are ''forward-looking statements'' as that term is defined under the Federal securities laws. Forward-looking statements are subject to risks, uncertainties and other factors, which could cause actual results to differ materially from those stated in such statements. Such risks, uncertainties and factors include, but are not limited to, dependence on licensed product, reliance on foreign manufacturers, risks of doing business abroad, the nature of the apparel industry, including changing consumer demand and tastes, seasonality, customer acceptance of new products, the impact of competitive products and pricing, dependence on existing management, possible business disruption from acquisitions and general economic conditions, as well as other risks detailed in the Company's filings with the Securities and Exchange Commission, including this Quarterly Report on Form 10-Q.

Overview

G-III designs, manufactures and markets an extensive range of outerwear and sportswear, including coats, jackets, pants, suits, dresses and other sportswear items under licensed brands, our own proprietary brands and private retail labels. Our products are distributed through a broad mix of retail partners at a variety of price points. The concentration of sales to our largest customers has increased over the past few years and we expect that our ten largest customers will continue to represent a majority of our sales.

We operate in fashion markets that are highly competitive. Our ability to continuously evaluate and respond to changing consumer demands and tastes, across multiple market segments, distribution channels and geographies, is critical to our success. Although our portfolio of brands and diversification of our product line is aimed at diversifying our risks in this regard, misjudging shifts in consumer preferences could have a negative effect on our business. Our success in the future will depend on our ability to design products that are accepted in the markets we serve, source the manufacture of our products on a competitive basis, deliver products in a timely manner and continue to diversify our product portfolio and the markets we serve.

Our outerwear product offerings constitute the largest portion of our business. We have been engaged in the sale of outerwear throughout our history. While we continue to seek methods of expanding sales of outerwear, we are also focused on the continued diversification of our product offerings. In January 2006, we shipped our first women's suits and in September 2006 we shipped our first dresses, each under the Calvin Klein label. In July 2006, we began shipping to Wal-Mart an urban young men's and boy's brand of sportswear that we developed under their Exsto label. During March 2006, we entered into a license agreement with Sean John to design and develop a women's sportswear line. We expect to begin shipping the fall line of our Sean John sportswear in our third quarter of this fiscal year.

In May 2007, we acquired certain assets, including trademarks, inventory and fixed assets, of Jessica Howard, Ltd. and Industrial Cotton, Inc., two related companies. Jessica Howard designs and markets moderate and better dresses under the Jessica Howard and Eliza J brands, as well as under private label programs. Industrial Cotton is a mid-tier provider of a broad assortment of junior denim products. This acquisition is expected to expand our dress and junior sportswear capabilities. In July 2007, we expanded our relationship with Liz Claiborne by adding dresses and women's suits to our existing women's outerwear license for the Ellen Tracy label. We anticipate shipping dresses for the Spring 2008 season and suits for the Fall 2009 season.

The recently acquired dress operations expand and complement our existing dress business which began shipping under the Calvin Klein label in September 2006. We believe that the capabilities of

our new Jessica Howard division will assist us in supporting additional dress licenses, such as our recently expanded Ellen Tracy license. We also intend to grow the existing Jessica Howard and Eliza J brands and expand their private label programs to further develop our dress business. This acquisition is consistent with our strategy to expand our product offerings beyond our core outerwear business and increase the portfolio of brands that we offer through different tiers of retail distribution.

We operate our business in two segments, licensed apparel and non-licensed apparel. The licensed apparel segment includes sales of apparel brands licensed by us from third parties. The non-licensed apparel segment includes sales of apparel under private label brands and our own proprietary brands.

The sale of licensed product has been a key element of our business strategy for many years. We believe that consumers prefer to buy brands they know, and we have continually sought licenses that would increase the portfolio of name brands we can offer through different tiers of retail distribution, for a wider array of products and at a variety of price points. We also believe that brand owners are looking to consolidate the number of licensees they engage to develop product and will continue to look for licensees with a successful track record of developing brands. We are continually having discussions with licensors regarding new opportunities.

Significant trends that are affecting the apparel industry include the continuing consolidation of retail chains, the desire on the part of retailers to consolidate vendors supplying them, the increased focus by department stores on prominent nationally recognized brand names and their own private label brands and a shift in consumer shopping preferences away from traditional department stores to other mid-tier and specialty store venues. There has also been continued downward pressure on average retail prices for many categories of apparel. We have responded to these trends by continuing to focus on selling products with recognized brand equity, by attention to design, quality and value, and by improving our sourcing capabilities. We believe that our broad distribution capabilities help us to respond to the various shifts by consumers between distribution channels. We also believe that our operational capabilities will enable us to continue to be a vendor of choice for our retail partners.

Results of Operations

Three months ended July 31, 2007 compared to three months ended July 31, 2006

Net sales for the three months ended July 31, 2007 increased to $83.9 million from $69.1 million in the same period last year. Net sales of licensed apparel increased to $52.1 million from $41.5 million, primarily as a result of an increase of $6.6 million in net sales of Calvin Klein licensed product. This increase was primarily due to sales of dresses which did not ship in the comparable period last year. Net sales of non-licensed apparel in the three months increased to $31.8 million from $27.6 million, primarily due to $9.9 million of sales from the Jessica Howard/Industrial Cotton business we acquired in late May 2007, offset in part by a decrease in sales of private label women's outerwear.

Gross profit increased to $21.9 million, or 26.1% of net sales, for the three month period ended July 31, 2007, from $16.8 million, or 24.4% of net sales, in the same period last year. The gross profit percentage in our licensed apparel segment was 27.3% for the three month period ended July 31, 2007 compared to 27.4% in the prior comparable period. Sales of Calvin Klein dresses, which did not ship in the prior comparable period, favorably impacted gross profit as a percentage of sales in our licensed apparel segment, offset by lower margins on sales of Calvin Klein suits. The gross profit percentage in our non-licensed segment was 24.2% in the three month period ended July 31, 2007 compared to 19.8% in the same period last year. This percentage was favorably impacted by the reversal of accrued returns in the current year as a result of better sell through at the retail level and improved gross margins on sales of Exsto product as a result of executing our production earlier and reducing our freight costs to import this product.

Selling, general and administrative expenses increased $4.7 million to $23.3 million in the three month period ended July 31, 2007 from $18.6 million in the same period last year. Selling, general and administrative expenses increased primarily as a result of increases in personnel costs ($2.9 million),

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facility costs ($520,000), and advertising and promotion ($445,000). Selling general and administrative expenses increased primarily as a result of the business we acquired in late May 2007. Personnel costs also increased due to increased staffing of our Calvin Klein women's suits and dress divisions and our new Sean John sportswear division. Facility costs increased primarily as a result of rent and utility costs associated with our new warehouse. Advertising and promotion increased primarily due to sales of Calvin Klein suits and dresses as the amount of spending on advertising that is required under our license agreements is generally based on a percentage of net sales of the licensed product. We expect that our selling, general and administrative expenses will continue to increase during the remainder of the fiscal year as a result of our recent acquisition, as well as the continued expansion of our business.

Interest and finance charges, net for the three-month period ended July 31, 2007 were $147,000 compared to $1.3 million for the comparable period last year. Interest expense decreased due to interest income earned on higher average cash balances resulting from our sales of common stock in July 2006 and March 2007.

Income tax benefit for the three months ended July 31, 2007 was $626,000 compared to $1.3 million in the comparable period last year. The effective rate for the current period was 41.5% compared to 42.5% for the comparable prior period. The effective rate is lower in the current period due to a change enacted by New York State with respect to the manner in which our income is allocated to the state for tax purposes.

Six months ended July 31, 2007 compared to six months ended July 31, 2006

Net sales for the six months ended July 31, 2007 increased to $119.0 million from $83.5 million in the same period last year. Net sales of licensed apparel increased to $81.9 million from $54.2 million, primarily as a result of an increase of $20.8 million in net sales of Calvin Klein licensed product. This increase was primarily due to sales of dresses, which did not ship in the comparable period last year, and expanded distribution of women's suits, which began shipping in January 2006. Net sales of non-licensed apparel in the six months increased to $37.1 million from $29.3 million due to net sales of $9.9 million from the Jessica Howard/Industrial Cotton business we acquired in late May 2007.

Gross profit increased to $29.3 million, or 24.6% of net sales, for the six month period ended July 31, 2007, from $17.5 million, or 21.0% of net sales, in the same period last year. The gross profit percentage in our licensed apparel segment was 25.6% in the six month period ended July 31, 2007 compared to 24.1% in the same period last year. Sales of Calvin Klein dresses, which did not ship in the prior comparable period, was the primary reason for the increase in gross profit as a percentage of sales in our licensed apparel segment. The gross profit percentage in our non-licensed segment was 22.4% in the six month period ended July 31, 2007 compared to 15.2% in the same period last year. This percentage was favorably impacted by the reversal of accrued returns in the current year as a result of better sell through at the retail level, gross margin attributable to sales from the Jessica Howard/Industrial Cotton division and improved gross margins on sales of Exsto product as a result of executing our production earlier and reducing our freight costs to import this product.

Selling, general and administrative expenses increased $7.4 million to $41.4 million in the six month period ended July 31, 2007 from $34.0 million in the same period last year. Selling, general and administrative expenses increased primarily as a result of increases in personnel costs ($4.5 million), facility costs ($1.2 million), and advertising and promotion ($800,000). Personnel costs increased primarily due to the additional staff resulting from the business we acquired in late May 2007 and increased staffing of our Calvin Klein women's suits and dress divisions and our new Sean John sportswear division. Facility costs increased primarily as a result of rent and utility costs associated with our new warehouse and the use of third party warehouses to accommodate the increased storage and shipping volume. Advertising and promotion increased primarily due to sales of Calvin Klein suits and dresses as the amount of spending on advertising that is required under our license agreements is generally based on a percentage of net sales of the licensed product. We expect that our selling, general and administrative expenses will continue to increase during the remainder of the fiscal year as a result of our recent acquisition, as well as the continued expansion of our business.

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Interest and finance charges, net for the six-month period ended July 31, 2007 were $412,000 compared to $1.9 million for the comparable period last year. Interest expense decreased due to interest income earned on higher average cash balances resulting from our sales of common stock in July 2006 and March 2007.

Income tax benefit for the six months ended July 31, 2007 was $5.2 million compared to $7.8 million in the comparable period last year. The effective rate for the current period was 41.5% compared to 42.5% for the comparable prior period. The effective rate is lower in the current period due to a change enacted by New York State with respect to the manner in which our income is allocated to the state for tax purposes.

Liquidity and Capital Resources

Our primary cash requirements are to fund our seasonal build up in inventories and accounts receivable, primarily during our second and third fiscal quarters each year. Due to the seasonality of our business, we generally reach our maximum borrowing under our asset-based credit facility during our third fiscal quarter. Historically, the primary sources to meet our cash requirements during the course of a year are short-term borrowings under this credit facility and cash generated from operations. We also raised cash from a public offering of our common stock in March 2007 and a private placement of our common stock and warrants to purchase common stock in July 2006. At July 31, 2007, we had cash and cash equivalents of $2.7 million and short-term outstanding borrowings of $15.2 million compared to cash and cash equivalents of $728,000 and short-term outstanding borrowings of $48.6 million at July 31, 2006.

Public Offering

On March 9, 2007, we completed a public offering of 4,500,000 shares of common stock, of which 1,621,000 shares were sold by us, and 2,879,000 shares were sold by certain selling stockholders at a public offering price of $20.00 per share. We received net proceeds of $30.5 million from this offering after payment of the underwriting discount and expenses of the offering. On April 12, 2007, we received additional net proceeds of $6.0 million in connection with the sale of 313,334 shares of common stock pursuant to the exercise of the underwriters' overallotment option. A portion of the proceeds was used to fund the acquisition of the Jessica Howard/Industrial Cotton business.

Financing Agreement

We have a financing agreement with The CIT Group/Commercial Services, Inc., as Agent, for a consortium of banks. The financing agreement, which expires on July 11, 2008, is a senior secured credit facility that provided for borrowings in the aggregate principal amount of up to $195.0 million. As a result of required principal payments under the term loan portion of this facility, the maximum aggregate principal amount of borrowings was $181.4 million as of July 31, 2007. The facility consists of a revolving line of credit and a term loan.

The revolving line of credit provides for a maximum line ranging from $45 million to $165 million at specific times during the year, provided that there are no borrowings outstanding for at least 45 days during the period from December 1 through July 31 each year. We satisfied this requirement for the most recent period. Amounts available under the line are subject to borrowing base formulas and over advances as specified in the financing agreement. Borrowings under the line of credit bear interest at our option at the prime rate less 0.25% or LIBOR plus 2.0%.

The amount borrowed under the line of credit varies based on our seasonal requirements. As of July 31, 2007, there were $7.9 of short-term outstanding borrowings compared to $41.2 million outstanding as of July 31, 2006. Our contingent liability under open letters of credit was approximately $20.1million as of July 31, 2007 compared to $20.8 million as of July 31, 2006.

The term loan in the original principal amount of $30 million is payable over three years with eleven quarterly installments of principal in the amount of $1,650,000. Payment of quarterly installments began on December 31, 2005, with the remaining balance due on maturity of the loan.

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Mandatory prepayments are required under the term loan commencing with the fiscal year that ended January 31, 2007 to the extent of 50% of excess cash flow, as defined. In the quarter ended April 30, 2007, a mandatory prepayment with respect to the fiscal year ended January 31, 2007 was made in the amount of $2.0 million. The term loan bears interest, at our option, at prime plus 0.75% (9.0% at August 1, 2007) or LIBOR plus 3.0% (8.4% at August 1, 2007). The balance due on the term loan at July 31, 2007 was $16.4 million.

The financing agreement requires us, among other things, to maintain tangible net worth at specified levels, achieve specified earnings before interest, taxes, depreciation and amortization and maintain minimum fixed charge coverage ratios as defined. It also limits capital expenditures and payments for cash dividends and stock redemption to $1.5 million plus an additional amount based on the proceeds of sales of equity securities. As of July 31, 2007, we were in compliance with these covenants. The financing agreement is collateralized by all of our assets.

Subsidiary Loan

PT Balihides, our inactive Indonesian subsidiary, had a separate credit facility with an Indonesian bank. In December 2002, we closed the manufacturing facility operated by this subsidiary. The notes payable under this facility represent borrowings as of July 31, 2007 of approximately $770,000. The loan is collateralized by the property, plant, and equipment of this subsidiary. No other G-III entity has guaranteed this loan. We continue to be in discussions with the bank regarding settlement of this debt.

Cash from Operating Activities

We used $36.3 million of cash in operating activities during the six months ended July 31, 2007, primarily as a result of our net loss of $7.3 million and increases of $56.4 million in inventory and $10.3 million in prepaid taxes, offset, in part, by an increase in accounts payable and accrued expenses of $40.5 million. The increases in these operating cash flow items are consistent with our seasonal pattern. We typically have a net loss through our first two fiscal quarters. During the second quarter, we build inventory for the fall shipping season accounting for the increase in inventory and accounts payable. The fall shipping season begins in the latter part of our second quarter. The decrease in income taxes payable is attributable to income taxes paid subsequent to year end as a result of our fiscal 2007 income and the increase in prepaid taxes is a result of the tax benefit recorded for our loss through the six months ended July 31, 2008. The increase in accounts payable and accrued expenses is attributable to our purchasing activity for the fall season.

Cash from Investing Activities

We used $13.1 million of cash in investing activities in the six months ended July 31, 2007. We used $8.3 million in connection with the acquisition of the Jessica Howard/Indutrial Cotton business. We paid $3.7 million during the quarter in connection with contingent payments earned as a result of the operating results of the two businesses we acquired in 2005. All contingent earnouts with respect to fiscal 2007 were paid in the first quarter and there will be no further payments during the remainder of fiscal 2008. The sellers are entitled to earn-out payments through the fiscal year ending January 31, 2009. We also used cash for capital expenditures of $1.1 million in the six months ended July 31, 2007, primarily for renovation of our back office space which was relocated as a result of a lease termination and the completion of our renovation of our new warehouse facility in South Brunswick, NJ.

Cash from Financing Activities

Cash from financing activities provided $40.0 million in the six months ended July 31, 2007 primarily from net proceeds of $36.5 million from our public offering in March 2007 and an increase in net amounts borrowed from our credit facility of $6.3 million offset in part by repayments of $5.4 million under our term loan. During the six months ended July 31, 2007, we paid two installment payments of $1.65 million and were also required to make a prepayment of $2.0 million based on excess cash flow as defined in the loan agreement.

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Critical Accounting Policies

Our discussion of results of operations and financial condition relies on our consolidated financial statements that are prepared based on certain critical accounting policies that require management to make judgments and estimates that are subject to varying degrees of uncertainty. We believe that investors need to be aware of these policies and how they impact our financial statements as a whole, as well as our related discussion and analysis presented herein. While we believe that these accounting policies are based on sound measurement criteria, actual future events can and often do result in outcomes that can be materially different from these estimates or forecasts. The accounting policies and related estimates described in our Annual Report on Form 10-K for the year ended January 31, 2007 are those that depend most heavily on these judgments and estimates. As of July 31, 2007, there have been no material changes to our critical accounting policies.

Effects of Recently Issued Accounting Pronouncements

On February 1, 2007, we adopted FASB Interpretation No. 48, ‘‘Accounting for Uncertainty in Income Taxes’’ (‘‘FIN 48’’). FIN 48 clarifies the accounting for uncertainty in income taxes recognized in our financial statements in accordance with FASB Statement No. 109 ‘‘Accounting for Income Taxes.’’ FIN 48 also prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a return, as well as guidance on derecognition, classification, interest and penalties and financial statement reporting disclosures. The implementation of FIN 48 did not have a material effect on our results of operations or our financial position.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

There are no material changes to the disclosure made with respect to these matters in our Annual Report on Form 10-K for the year ended January 31, 2007.

Item 4. Controls and Procedures.

As of the end of the period covered by this report, our management, including the Chief Executive Officer and Chief Financial Officer, carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as such term is defined in Rule 13a-15(e) under the Exchange Act). Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is (i) recorded, processed, summarized and reported, within the time periods specified in the Commission’s rules and forms and (ii) accumulated and communicated to our management, including our principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. During our last fiscal quarter, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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PART II — OTHER INFORMATION

Item 1A. Risk Factors.

In addition to the other information set forth in this report, you should carefully consider the factors discussed in ''Item 1A. Risk Factors'' in our Annual Report on Form 10-K for the year ended January 31, 2007, which could materially affect our business, financial condition or future results. There have been no material changes to the risk factors as previously disclosed in our Annual Report on Form 10-K. The risks described in our Annual Report on Form 10-K are not the only risks facing our company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

Item 4. Submission of Matters to a Vote of Stockholders

(a) Our Annual Meeting of Stockholders was held on June 7, 2007.

(b) The following matters were voted on and approved by our stockholders at the Annual Meeting:

(i) The election of nine directors to serve for the ensuing year. There were no broker non-votes relating to this matter. The following nominees were elected as directors (with our stockholders having voted as set forth below):

Nominee	Votes For	Withheld Authority to Vote
Morris Goldfarb	15,814,517	291,497
Sammy Aaron	15,816,310	289,704
Thomas J. Brosig	15,819,750	286,264
Pieter Deiters	15,828,838	277,176
Alan Feller	15,831,708	274,306
Carl Katz	15,822,460	283,554
Laura H. Pomerantz	15,733,135	372,879
Willem van Bokhorst	15,691,067	414,947
Richard White	13,680,257	2,425,757

(ii) The approval of an amendment to our 2005 Stock Incentive Plan primarily to increase the number of shares available for issuance under the plan. Our stockholders voted as follows:

FOR:	8,069,766
AGAINST:	6,387,189
ABSTENTIONS:	42,354
BROKER NON-VOTES:	1,606,705

(iii) The ratification of the appointment of Ernst & Young LLP as our independent certified public accountants for the fiscal year ending January 31, 2008. Our stockholders voted as follows:

FOR:	15,966,528
AGAINST:	131,223
ABSTENTIONS:	8,263
BROKER NON-VOTES:	0

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Item 5. Other Information.

On September 11, 2007, the Compensation Committee and Board of Directors of the Company approved amendments to the Company's 2005 Stock Incentive Plan that (i) gave the Compensation Committee sole responsibility for matters relating to awards to non-employee directors, (ii) limited the ability to accelerate vesting other than in connection with a change in control or death, disability or retirement, and (iii) added minimum vesting and performance periods applicable to restricted stock and deferred stock awards. A copy of the Plan, as amended in June 2007 and September 2007, is filed as Exhibit 10.2 to this Form 10-Q.

Item 6. Exhibits.

10.1	Asset Purchase Agreement dated May 24, 2007, by and among the Company, Starlo Fashions, Inc., Jessica Howard, Ltd., Industrial Cotton, Inc., Robert Glick and Mary Williams.[1]
10.2	G-III Apparel Group, Ltd. 2005 Stock Incentive Plan, as amended.
31.1	Certification by Morris Goldfarb, Chief Executive Officer of G-III Apparel Group, Ltd., pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, in connection with G-III Apparel Group, Ltd.'s Quarterly Report on Form 10-Q for the fiscal quarter ended July 31, 2007.
31.2	Certification by Neal S. Nackman, Chief Financial Officer of G-III Apparel Group, Ltd., pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, in connection with G-III Apparel Group, Ltd.'s Quarterly Report on Form 10-Q for the fiscal quarter ended July 31, 2007.
32.1	Certification by Morris Goldfarb, Chief Executive Officer of G-III Apparel Group, Ltd., pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, in connection with G-III Apparel Group, Ltd.'s Quarterly Report on Form 10-Q for the fiscal quarter ended July 31, 2007.
32.2	Certification by Neal S. Nackman, Chief Financial Officer of G-III Apparel Group, Ltd., pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, in connection with G-III Apparel Group, Ltd.'s Quarterly Report on Form 10-Q for the fiscal quarter ended July 31, 2007.

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(1) Previously filed as an exhibit to the Company's Report on Form 8-K filed on May 31, 2007, which exhibit is incorporated herein by reference.

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SIGNATURES

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 thereunto duly authorized.

G-III APPAREL GROUP, LTD.
(Registrant)

Date: September 13, 2007 By: /s/ Morris Goldfarb
Morris Goldfarb
Chief Executive Officer

Date: September 13, 2007 By: /s/ Neal S. Nackman
Neal S. Nackman
Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
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G-III APPAREL GROUP, LTD.
2005 STOCK INCENTIVE PLAN

(As amended on June 7, 2007 and September 11, 2007)

1. Purpose. The purpose of the G-III Apparel Group, Ltd. 2005 Stock Incentive Plan (the ''Plan'') is to enable G-III Apparel Group, Ltd., a Delaware corporation (the ''Company''), and its stockholders to secure the benefits of ownership of Company common stock, $.01 par value (the ''Common Stock''), by eligible personnel of the Company and its affiliates. The Board of Directors of the Company (the ''Board'') believes that the grant of awards pursuant to the Plan will foster the Company's ability to attract, retain and motivate such persons.

2. Types of Awards. Awards under the Plan may be in the form of any one or more of the following: (a) options to purchase shares of Common Stock at a specified price during specified time periods granted pursuant to Section 7(b) (''Options''), including Options intended to qualify as ''incentive stock options'' (''ISOs'') under Section 422 of the Internal Revenue Code of 1986, as amended (the ''Code''), and Options that do not qualify as ISOs; (b) stock appreciation rights granted pursuant to Section 7(c) (''SARs''); (c) Common Stock granted pursuant to Section 7(d) which is subject to certain restrictions and to a risk of forfeiture (''Restricted Stock''); (d) rights to receive Common Stock at the end of a specified deferral period granted pursuant to Section 7(e) (''Deferred Stock''), whether denominated as ''stock units,'' ''restricted stock units,'' ''phantom shares'' or ''performance shares''; (e) other stock-based awards granted pursuant to Section 7(f) (''Other Stock-Based Awards''); and/or (f) performance-based awards granted pursuant to Section 7(h) (''Performance Awards'').

3. Available Shares. Subject to the provisions of Section 9, the Company may issue a total of 1,449,771 shares of Common Stock pursuant to the Plan; provided that, on each January 31st during the term of the Plan, without further action by the Board or the Company's stockholders, the total number of shares of Common Stock available for issuance pursuant to the Plan shall be automatically increased (but not decreased) to the nearest whole number of shares (with 0.5 shares being rounded-up) equal to six percent (6%) of the total number of issued and outstanding shares of Common Stock on each such date (excluding any shares held in treasury). Notwithstanding the preceding sentence, subject to the provisions of Section 9, in no event may more than 540,000 shares of Common Stock be issued pursuant to the exercise of ISOs granted under the Plan. In determining the number of shares available for issuance pursuant to the Plan at any time, the following shares shall be deemed not to have been issued (and shall remain available for issuance) pursuant to the Plan: (a) shares subject to an award that is forfeited, canceled, terminated or settled in cash; (b) shares repurchased by the Company from the recipient of an award for not more than the original purchase price of such shares or forfeited to the Company by the recipient of an award; and (c) shares withheld or tendered by the recipient of an award as payment of the exercise or purchase price under an award or the tax withholding obligations associated with an award. Such shares may be either authorized and unissued or held by the Company in its treasury. No fractional shares of Common Stock may be issued under the Plan.

4. Per-Person Award Limitation. In each fiscal year during any part of which the Plan is in effect, an eligible person may be granted awards intended to qualify as ''performance-based compensation'' under Section 162(m) of the Code relating to up to his Annual Share Limit. Subject to the provisions of Section 9, an eligible person's ''Annual Share Limit'' shall equal, in any year during any part of which the eligible person is then eligible under the Plan, 50,000 shares plus the amount of the eligible person's unused Annual Share Limit as of the close of the previous year.

5. Administration.

(a) Committee. The Plan shall be administered by the Compensation Committee of the Board or such other committee appointed by the Board to administer the Plan from time to time (the ''Committee''). The full Board may perform any function of the Committee hereunder, in which case the term ''Committee'' shall refer to the Board. Notwithstanding the foregoing, the Compensation Committee of the Board will have sole responsibility and authority for matters relating to the grant and administration of awards to non-employee directors of the Company.

(b) Responsibility and Authority of Committee. Subject to the provisions of the Plan, the Committee, acting in its discretion, shall have responsibility and full power and authority to (i) select the persons to whom awards shall be made; (ii) prescribe the terms and conditions of each award and make amendments thereto, (iii) to the extent permitted by applicable law, to reprice outstanding options or SARs and to grant new awards in substitution for outstanding awards; (iv) construe, interpret and apply the provisions of the Plan and of any agreement or other document evidencing an award made under the Plan; and (v) make any and all determinations and take any and all other actions as it deems necessary or desirable in order to carry out the terms of the Plan. In exercising its responsibilities under the Plan, the Committee may obtain at the Company's expense such advice, guidance and other assistance from outside compensation consultants and other professional advisers as it deems appropriate.

(c) Delegation of Authority. To the fullest extent authorized under Section 157(c) of the Delaware General Corporation Law, the Committee may delegate to officers of the Company or any affiliate, or committees thereof, the authority, subject to such terms as the Committee shall determine, to perform such functions, including administrative functions, as the Committee may determine.

(d) Committee Actions. A majority of the members of the Committee shall constitute a quorum. The Committee may act by the vote of a majority of its members present at a meeting at which there is a quorum or by unanimous written consent. The decision of the Committee as to any disputed question, including questions of construction, interpretation and administration, shall be final and conclusive on all persons. The Committee shall keep a record of its proceedings and acts and shall keep or cause to be kept such books and records as may be necessary in connection with the proper administration of the Plan.

(e) Indemnification. The Company shall indemnify and hold harmless each member of the Board, the Committee or any officer or subcommittee member to whom authority is delegated by the Committee and any employee of the Company who provides assistance with the administration of the Plan from and against any loss, cost, liability (including any sum paid in settlement of a claim with the approval of the Board), damage and expense (including reasonable legal fees and other expenses incident thereto and, to the extent permitted by applicable law, advancement of such fees and expenses) arising out of or incurred in connection with the Plan, unless and except to the extent attributable to such person's fraud or willful misconduct.

6. Eligibility. Awards may be granted under the Plan to any member of the Board (whether or not an employee of the Company or its affiliates), to any officer or other employee of the Company or its affiliates (including prospective officers and employees) and to any consultant or other independent contractor who performs or will perform services for the Company or its affiliates.

7. Specific Terms of Awards.

(a) General. Awards may be granted on the terms and conditions set forth in this Section 7. In addition, the Committee may impose on any award or the exercise thereof, at the date of grant or thereafter, such additional terms and conditions, not inconsistent with the provisions of the Plan, as the Committee shall determine, including terms requiring forfeiture of awards in the event of termination of employment or service by the recipient. The Committee shall require the payment of lawful consideration for an award to the extent necessary to satisfy the requirements of the Delaware General Corporation Law, and may otherwise require payment of consideration for an award except as limited by the Plan. The Committee may not accelerate the vesting of an outstanding award in connection with the termination of a participant's employment unless either (1) such termination is in connection with a change in control or the participant's death, total disability or retirement, or (2) such termination occurs for any other reason and the net number of shares the Company would issue by reason of such acceleration of vesting would not cause the Company to exceed the 10% limitation contained in Section 7(g) (relating to the issuance of shares under full value stock awards), determined as if such issuance would be made pursuant to a full value stock award.

(b) Stock Options. The Committee is authorized to grant Options to eligible persons on the following terms and conditions:

(i) Exercise Price. The exercise price per share of Common Stock purchasable under an Option shall be determined by the Committee, provided that such exercise price shall not be less than the Fair Market Value (as defined below) of a share of Common Stock on the date of grant of such Option.

(ii) Option Term; Time and Method of Exercise. The Committee shall determine the term of each Option, which in no event shall exceed a period of ten years from the date of grant. The Committee shall determine the time or times at which or the circumstances under which an Option may be exercised in whole or in part (including based on achievement of performance goals and/or future service requirements), the methods by which such exercise price may be paid or deemed to be paid and the form of such payment (including, without limitation, cash, Common Stock (including through withholding of Common Stock deliverable upon exercise), other awards or awards granted under other plans of the Company or any affiliate, or other property (including through ''cashless exercise'' arrangements, to the extent permitted by applicable law) and the methods by or forms in which Common Stock shall be delivered or deemed to be delivered in satisfaction of Options.

(iii) ISO Grants to 10% Stockholders. Notwithstanding anything to the contrary in this Section 7(b), if an ISO is granted to an employee who owns stock representing more than 10% of the voting power of all classes of stock of the Company or a subsidiary corporation thereof (as such term is defined in Section 424 of the Code), the term of the Option shall not exceed five years from the date of grant and the exercise price shall be at least 110% of the Fair Market Value (on the date of grant) of the Common Stock subject to the Option.

(c) Stock Appreciation Rights. The Committee is authorized to grant SARs to eligible persons on the following terms and conditions:

(i) Right to Payment. A SAR shall confer on the recipient a right to receive a payment, in shares of Common Stock, with a value equal to the excess of the Fair Market Value of a specified number of shares of Common Stock at the time the SAR is exercised over the exercise price of such SAR, which shall be no less than the Fair Market Value of the same number of shares at the time the SAR was granted.

(ii) Other Terms. The Committee shall determine the time or times at which and the circumstances under which a SAR may be exercised in whole or in part (including based on achievement of performance goals and/or future service requirements), the method of exercise, the method by or forms in which Common Stock shall be delivered or deemed to be delivered to recipients upon exercise of a SAR, whether or not a SAR shall be free-standing or in tandem or combination with any other award, and the maximum term of an SAR, which in no event shall exceed a period of ten years from the date of grant.

(d) Restricted Stock. The Committee is authorized to grant Restricted Stock to eligible persons on the following terms and conditions:

(i) Grant and Restrictions. Restricted Stock shall be subject to such restrictions on transferability, risk of forfeiture and other restrictions, if any, as the Committee may impose, which restrictions may lapse separately or in combination at such times, under such circumstances (including based on achievement of performance goals and/or future service requirements), in such installments or otherwise and under such other circumstances as the Committee may determine at the date of grant or thereafter. Notwithstanding the foregoing, (i) the original stated time-based vesting period applicable to a restricted stock award may not be shorter than three years, and (ii) the original stated performance period applicable to performance-based vesting of a restricted stock award may not be shorter than one year. Except to the extent restricted under the terms of the Plan and any award document relating to the Restricted Stock, a recipient of Restricted Stock shall have all of the rights of a

stockholder, including the right to vote the Restricted Stock and the right to receive dividends thereon (subject to any mandatory reinvestment or other requirements imposed by the Committee).

(ii) Forfeiture. Except as otherwise determined by the Committee, upon termination of employment or service during the applicable restriction period, Restricted Stock that is at that time subject to restrictions shall be forfeited and reacquired by the Company; provided that the Committee may provide, by rule or regulation or in any award document, or may determine in any individual case, that restrictions or forfeiture conditions relating to Restricted Stock shall lapse in whole or in part, including in the event of terminations resulting from specified causes.

(iii) Certificates for Stock. Restricted Stock granted under the Plan may be evidenced in such manner as the Committee shall determine. If certificates representing Restricted Stock are registered in the name of the recipient, the Committee may require that such certificates bear an appropriate legend referring to the terms, conditions and restrictions applicable to such Restricted Stock, that the Company retain physical possession of the certificates and that the recipient deliver a stock power to the Company, endorsed in blank, relating to the Restricted Stock.

(iv) Dividends and Splits. As a condition to the grant of an award of Restricted Stock, the Committee may require that any dividends paid on a share of Restricted Stock shall be either (A) paid with respect to such Restricted Stock at the dividend payment date in cash, in kind, or in a number of shares of unrestricted Common Stock having a Fair Market Value equal to the amount of such dividends, or (B) automatically reinvested in additional Restricted Stock or held in kind, which shall be subject to the same terms as applied to the original Restricted Stock to which it relates. Unless otherwise determined by the Committee, Common Stock distributed in connection with a stock split or stock dividend, and other property distributed as a dividend, shall be subject to restrictions and a risk of forfeiture to the same extent as the Restricted Stock with respect to which such Common Stock or other property has been distributed.

(e) Deferred Stock. The Committee is authorized to grant Deferred Stock to eligible persons, which are rights to receive Common Stock, other awards, or a combination thereof at the end of a specified deferral period, subject to the following terms and conditions:

(i) Award and Restrictions. The issuance of Common Stock shall occur upon expiration of the deferral period specified for an award of Deferred Stock by the Committee. Notwithstanding the foregoing, (i) the original stated time-based vesting period applicable to a deferred stock award may not be shorter than three years, and (ii) the original stated performance period applicable to performance-based vesting of a deferred stock award may not be shorter than one year. In addition, Deferred Stock shall be subject to such restrictions on transferability, risk of forfeiture and other restrictions, if any, as the Committee may impose, which restrictions may lapse at the expiration of the deferral period or at earlier specified times (including based on achievement of performance goals and/or future service requirements), separately or in combination, in installments or otherwise, and under such other circumstances as the Committee may determine at the date of grant or thereafter. Deferred Stock may be satisfied by delivery of Common Stock, other awards, or a combination thereof, as determined by the Committee at the date of grant or thereafter.

(ii) Forfeiture. Except as otherwise determined by the Committee, upon termination of employment or service during the applicable deferral period or portion thereof to which forfeiture conditions apply (as provided in the award document evidencing the Deferred Stock), all Deferred Stock that is at that time subject to such forfeiture conditions shall be forfeited; provided that the Committee may provide, by rule or regulation or in any award document, or may determine in any individual case, that restrictions or forfeiture conditions relating to Deferred Stock shall lapse in whole or in part, including in the event of terminations resulting from specified causes.

(iii) Dividend Equivalents. Unless otherwise determined by the Committee, dividend equivalents on the specified number of shares of Common Stock covered by an award of Deferred Stock shall be either (A) paid with respect to such Deferred Stock at the dividend payment date in cash or in shares of unrestricted Common Stock having a Fair Market Value equal to the amount of such dividends, or (B) deferred with respect to such Deferred Stock, with the amount or value thereof automatically deemed reinvested in additional Deferred Stock.

(f) Other Stock-Based Awards. The Committee is authorized, subject to limitations under applicable law, to grant to eligible persons such other awards that may be denominated or payable in, valued in whole or in part by reference to, or otherwise based on, or related to, Common Stock or factors that may influence the value of Common Stock, including, without limitation, stock bonuses, dividend equivalents, convertible or exchangeable debt securities, other rights convertible or exchangeable into Common Stock, purchase rights for Common Stock, awards with value and payment contingent upon performance of the Company or business units thereof or any other factors designated by the Committee, awards valued by reference to the book value of Common Stock or the value of securities of or the performance of specified subsidiaries or affiliates or other business units and awards designed to comply with or take advantage of the applicable local laws or jurisdictions other than the United States. The Committee shall determine the terms and conditions of such awards.

(g) Notwithstanding anything to the contrary contained herein, the aggregate number of shares the Company may issue pursuant to full value stock awards under Section 7(f) may not exceed 10% of the aggregate number of shares that may be issued under the Plan.

(h) Performance Awards. The Committee is authorized to grant Performance Awards to eligible persons on the following terms and conditions:

(i) Generally. The Committee may specify that any award granted under the Plan shall constitute a Performance Award by conditioning the grant, exercise, vesting or settlement, and the timing thereof, upon achievement or satisfaction of such performance conditions as may be specified by the Committee. The Committee may use such business criteria and other measures of performance as it may deem appropriate in establishing any performance conditions, and may exercise its discretion to reduce or increase the amounts payable under any award subject to performance conditions, except as limited under this Section 7(h) in the case of a Performance Award intended to qualify as ‘‘performance-based compensation’’ under Section 162(m) of the Code.

(ii) Awards exempt under Section 162(m) of the Code. If the Committee determines that an Award should qualify as ‘‘performance-based compensation’’ for purposes of Section 162(m) of the Code (other than Options or SARs which otherwise qualify as ‘‘performance-based compensation’’ for purposes of Section 162(m) of the Code), the grant, exercise, vesting and/or settlement of such Performance Award shall be contingent upon achievement of one or more preestablished, objective performance goals. The performance goal or goals for such Performance Awards shall consist of one or more business criteria and a targeted level or levels of performance with respect to each of such criteria, as specified by the Committee consistent with this subsection (ii). One or more of the following business criteria for the Company, on a consolidated basis, and/or for specified subsidiaries or affiliates or other business units of the Company, shall be used by the Committee in establishing performance goals for such Performance Awards, either on an absolute basis or relative to an index: (1) revenues on a corporate or product by product basis; (2) earnings from operations, earnings before or after taxes, earnings before or after interest, depreciation, amortization, incentives, service fees or extraordinary or special items; (3) net income or net income per common share (basic or diluted); (4) return on assets, return on investment, return on capital, or return on equity; (5) cash flow, free cash flow, cash flow return on investment, or net cash provided by operations; (6) economic value created or added; (7) operating margin or profit margin; (8) and/or stock price, dividends or total stockholder return. The targeted

level or levels of performance with respect to such business criteria may be established at such levels and in such terms as the Committee may determine, in its discretion, including in absolute terms, as a goal relative to performance in prior periods, or as a goal compared to the performance of one or more comparable companies or an index covering multiple companies. All determination by the Committee as to the establishment of performance goals, the amount potentially payable in respect of Performance Awards, the level of actual achievement of the specified performance goals relating to Performance Awards and the amount of any final Performance Award shall be recorded in writing. Specifically, the Committee shall certify in writing, in a manner conforming to applicable regulations under Section 162(m) of the Code, prior to settlement of each such award, that the performance objective relating to the Performance Award and other material terms of the award upon which settlement of the award was conditioned have been satisfied.

8. Limits on Transferability. No award or other right or interest of an award recipient under the Plan shall

be pledged, hypothecated or otherwise encumbered or subject to any lien, obligation or liability of such recipient to any party (other than the Company or an affiliate thereof), or assigned or transferred by such recipient otherwise than by will or the laws of descent and distribution or to a beneficiary upon the death of a recipient, and such awards or rights that may be exercisable shall be exercised during the lifetime of the recipient only by the recipient or his or her guardian or legal representative, except that awards and other rights may be transferred to one or more transferees during the lifetime of the recipient, and may be exercised by such transferees in accordance with the terms of such award, but only if and to the extent such transfers are permitted by the Committee, subject to any terms and conditions which the Committee may impose thereon. A beneficiary, transferee, or other person claiming any rights under the Plan from or through any award recipient shall be subject to all terms and conditions of the Plan and any award document applicable to such Participant, except as otherwise determined by the Committee, and to any additional terms and conditions deemed necessary or appropriate by the Committee. For purposes hereof, ''beneficiary'' shall mean the legal representatives of the recipient's estate entitled by will or the laws of descent and distribution to receive the benefits under a recipient's award upon a recipient's death, provided that, if and to the extent authorized by the Committee, a recipient may be permitted to designate a beneficiary, in which case the ''beneficiary'' instead shall be the person, persons, trust or trusts (if any are then surviving) which have been designated by the recipient in his or her most recent written beneficiary designation filed with the Committee to receive the benefits specified under the recipient's award upon such recipient's death.

9. Capital Changes, Reorganization, Sale.

(a) Adjustments upon Changes in Capitalization. The aggregate number and class of shares issuable pursuant to the Plan and pursuant to the exercise of ISOs, the Annual Share Limit, the number and class of shares and the exercise price per share covered by each outstanding Option, the number and class of shares and the base price per share covered by each outstanding SAR, the number and class of shares covered by each outstanding award of Deferred Stock or Other Stock-Based Award or Performance Award, any per-share base or purchase price or target market price included in the terms of any such award, and related terms shall all be adjusted proportionately or as otherwise appropriate to reflect any increase or decrease in the number of issued shares of Common Stock resulting from a split-up or consolidation of shares or any like capital adjustment, or the payment of any stock dividend, and/or to reflect a change in the character or class of shares covered by the Plan arising from a readjustment or recapitalization of the Company's capital stock.

(b) Cash, Stock or Other Property for Stock. In the case of a merger, sale of assets or similar transaction which results in a replacement of the Common Stock with stock of another corporation (an ''Exchange Transaction''), the Company shall make a reasonable effort, but shall not be required, to replace any outstanding Options or SARs with comparable options to purchase the stock or SARs on the stock of such other corporation, or shall provide for immediate exercisability of all outstanding Options and SARs, with all options or SARs not being exercised within the time period specified by the Board being terminated. The Committee, acting

in its discretion, may accelerate vesting of Restricted Stock, Deferred Stock, Other Stock-Based Awards and Performance Awards, provide for cash settlement and/or make such other adjustments to the terms of such awards as it deems appropriate in the context of an Exchange Transaction, taking into account the manner in which outstanding Options and SARs are being treated.

(c) Fractional Shares. In the event of any adjustment in the number of shares covered by any award pursuant to the provisions hereof, any fractional shares resulting from such adjustment shall be disregarded and each such award shall cover only the number of full shares resulting from the adjustment.

(d) Determination of Board to be Final. All adjustments under this Section 9 shall be made by the Committee, and its determination as to what adjustments shall be made, and the extent thereof, shall be final, binding and conclusive.

10. Tax Withholding. As a condition to the exercise of any award, the delivery of any shares of Common Stock pursuant to any award, the lapse of restrictions on any award or the settlement of any award, or in connection with any other event that gives rise to a federal or other governmental tax withholding obligation on the part of the Company or an affiliate relating to an award (including, without limitation, an income tax deferral arrangement pursuant to which employment tax is payable currently), the Company and/or the affiliate may (a) deduct or withhold (or cause to be deducted or withheld) from any payment or distribution to an award recipient whether or not pursuant to the Plan or (b) require the recipient to remit cash (through payroll deduction or otherwise), in each case in an amount sufficient in the opinion of the Company to satisfy such withholding obligation. If the event giving rise to the withholding obligation involves a transfer of shares of Common Stock, then, at the sole discretion of the Committee, the recipient may satisfy the withholding obligation described under this Section 10 by electing to have the Company withhold shares of Common Stock or by tendering previously-owned shares of Common Stock, in each case having a Fair Market Value equal to the amount of tax to be withheld (or by any other mechanism as may be required or appropriate to conform with local tax and other rules).

11. Fair Market Value. For purposes of the Plan, ''Fair Market Value'' shall mean the fair market value of the Common Stock as determined in good faith by the Committee or under procedures established by the

Committee. Unless otherwise determined by the Committee, the Fair Market Value of the Common Stock as of any given date shall be the closing sale price per share of Common Stock reported on a consolidated basis for securities listed on the principal stock exchange or market on which the Common Stock is traded on the date as of which such value is being determined or, if there is no sale on that day, then on the last previous day on which a sale was reported.

12. Amendment and Termination of the Plan. Except as may otherwise be required by law or the requirements of any stock exchange or market upon which the Common Stock may then be listed, the Board, acting in its sole discretion and without further action on the part of the stockholders of the Company, may amend the Plan at any time and from time to time and may terminate the Plan at any time. No amendment or termination may affect adversely any outstanding award without the written consent of the award recipient.

13. General Provisions.

(a) Compliance with Law. The Company shall not be obligated to issue or deliver shares of Common Stock pursuant to the Plan unless the issuance and delivery of such shares complies with applicable law, including, without limitation, the Securities Act, the Securities Exchange Act of 1934, as amended, and the requirements of any stock exchange or market upon which the Common Stock may then be listed, and shall be further subject to the approval of counsel for the Company with respect to such compliance.

(b) Transfer Orders; Placement of Legends. All certificates for shares of Common Stock delivered under the Plan shall be subject to such stock-transfer orders and other restrictions as the Company may deem advisable under the rules, regulations, and other requirements of the

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Securities and Exchange Commission, any stock exchange or market upon which the Common Stock may then be listed, and any applicable federal or state securities law. The Company may cause a legend or legends to be placed on any such certificates to make appropriate reference to such restrictions.

(c) No Rights Conferred. Nothing contained herein shall be deemed to give any individual a right to receive an award under the Plan or to be retained in the employ or service of the Company or any affiliate.

(d) Decisions and Determinations to be Final. Any decision or determination made by the Board pursuant to the provisions hereof and, except to the extent rights or powers under the Plan are reserved specifically to the discretion of the Board, all decisions and determinations of the Committee are final and binding.

(e) Nonexclusivity of the Plan. No provision of the Plan, and neither its adoption Plan by the Board or submission to the stockholders for approval, shall be construed as creating any limitations on the power of the Board or a committee thereof to adopt such other incentive arrangements, apart from the Plan, as it may deem desirable.

14. Governing Law. The Plan and each award agreement or other document evidencing an award shall be governed by the laws of the State of Delaware, without regard to its principles of conflict of laws.

15. Term of the Plan. The Plan shall become effective on the date on which it is approved by the Company's stockholders (the ''Effective Date''). Unless sooner terminated by the Board, the Plan shall terminate on the tenth anniversary of the Effective Date. The rights of any person with respect to an award made under the Plan that is outstanding at the time of the termination of the Plan shall not be affected solely by reason of the termination of the Plan and shall continue in accordance with the terms of the award and of the Plan, as each is then in effect or is thereafter amended.

EXHIBIT 31.1

CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Morris Goldfarb, certify that:

1. I have reviewed this quarterly report on Form 10-Q of G-III Apparel Group, Ltd.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: September 13, 2007

/s/ Morris Goldfarb
Morris Goldfarb
Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Neal S. Nackman, certify that:

1. I have reviewed this quarterly report on Form 10-Q of G-III Apparel Group, Ltd.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared.

   b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting, and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: September 13, 2007

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

EXHIBIT 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of G-III Apparel Group, Ltd. (the ‘‘Company’’) on Form 10-Q for the quarterly period ended July 31, 2007, as filed with the Securities and Exchange Commission (the ‘‘Report’’), I, Morris Goldfarb, Chief Executive Officer of the Company, hereby certify that, to my knowledge, (a) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and (b) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Morris Goldfarb
Morris Goldfarb
Chief Executive Officer

Date: September 13, 2007

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

EXHIBIT 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of G-III Apparel Group, Ltd. (the ‘‘Company’’) on Form 10-Q for the quarterly period ended July 31, 2007, as filed with the Securities and Exchange Commission (the ‘‘Report’’), I, Neal S. Nackman, Chief Financial Officer of the Company, hereby certify that, to my knowledge, (a) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and (b) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

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

Date: September 13, 2007

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.