

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

<b>OMB APPROVAL</b>	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Aaron Sammy</u>  (Last) (First) (Middle) <u>C/O G-III APPAREL GROUP, LTD.</u> <u>512 SEVENTH AVENUE</u>  (Street) <u>NEW YORK NY 10018</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>G III APPAREL GROUP LTD /DE/ [ GIII ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><u>Vice Chairman</u></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/10/2015</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, Par Value \$.01 Per Share	12/10/2015		A		79,451 <sup>(1)</sup>	A	\$0	548,381	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

**Explanation of Responses:**

1. The above-named persons will be entitled to receive these shares of our common stock only if the performance conditions in clauses (a) and either (b)(1) or (b)(2) set forth below are satisfied: (a) the average closing price per share of our common stock on the Nasdaq Global Select Market over a twenty consecutive trading day period (i) during the two years beginning on the date of grant is at least \$53.56 (which is 10% above the closing price on the date of the Compensation Committee meeting, December 10, 2015 (the "Reference Date") or (ii) during the third, fourth and fifth years after the Reference Date is at least \$56.00 (which is 15% above the closing price on the Reference Date); and either (b) (1) (i) the amount of our net income per share on a fully diluted basis as reported in our audited financial statements ("Net Income Per Share") for the fiscal year ending January 31, 2017 or January 31, 2018 is at least 10% greater than the amount of our Net Income Per Share for the fiscal year ending January 31, 2016 (the "2016 Amount"), (ii) if the net income-based performance objective in clause (b)(1) (i) is not satisfied, our Net Income Per Share for the fiscal year ending January 31, 2019 is at least 15% greater than the 2016 Amount, or (iii) if the net income-based performance objective in clause (b)(1) (i) or (ii) is not satisfied, our Net Income Per Share for the fiscal year ending January 31, 2020 is at least 20% greater than the 2016 Amount, or (2) the average closing price per share of our common stock on the Nasdaq Global Select Market over a twenty consecutive trading day period (i) during the two years beginning on the date of grant is at least \$58.43 (which is 20% above the closing price on the Reference Date) or (ii) during the third, fourth and fifth years after the reference date is at least \$60.87 (which is 25% above the closing price on the Reference Date). (clauses (a) and (b) together, the "Performance Conditions"). In addition, the right to receive shares of common stock pursuant to the above-described restricted stock unit grants will become vested in four equal annual installments on each of December 10, 2017, 2018, 2019 and 2020 (the "Time Vesting Condition").

/s/ Sammy Aaron 12/14/2015

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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