

GOLDFARB MORRIS

Form 4

December 11, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GOLDFARB MORRIS

2. Issuer Name **and** Ticker or Trading
Symbol

**G III APPAREL GROUP LTD /DE/
[GIII]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

**C/O G-III APPAREL GROUP,
LTD., 512 SEVENTH AVENUE**

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/07/2017

☐ Director ☐ 10% Owner
☒ Officer (give title below) Other (specify below)
CEO

NEW YORK, NY 10018

(City) (State) (Zip)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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)
Common Stock, Par Value \$.01 Per Share	12/07/2017		<u>J(1)</u>	500,000 D	\$ 34.955 0	I	Morris Goldfarb 2017 GRAT LF
Common Stock, Par Value \$.01 Per Share	12/07/2017		<u>J(1)</u>	500,000 A	\$ 34.955 3,854,329	D	
	12/07/2017		<u>J(1)</u>	500,000 D	0	I	

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Common Stock, Par Value \$.01 Per Share					\$ 34.955			Morris Goldfarb 2017 GRAT JG
Common Stock, Par Value \$.01 Per Share	12/07/2017	<u>J⁽¹⁾</u>	500,000	A	\$ 34.955	3,354,329	D	
Common Stock, Par Value \$.01 Per Share						200,000	I	Arlene Goldfarb 2012 Delaware Trust
Common Stock, Par Value \$.01 Per Share						166,750	I	Goldfarb Family Partners, LLC
Common Stock, Par Value \$.01 Per Share						200,000	I	Morris Goldfarb 2012 Delaware Trust
Common Stock, Par Value \$.01 Per Share						29,666	I	Spouse
Common Stock, Par Value \$.01 Per Share						92,802	I	The Morris And Arlene Goldfarb Family Foundation
Common Stock, Par Value \$.01 Per Share						130,000	I	Trust For Daughter (Spouse Is Trustee)
Common Stock, Par Value \$.01 Per Share						130,000	I	Trust For Son (spouse Is Trustee)

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

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SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDFARB MORRIS C/O G-III APPAREL GROUP, LTD. 512 SEVENTH AVENUE NEW YORK, NY 10018	X	X	CEO	

Signatures

/s/ Morris
Goldfarb 12/11/2017

__Signature of
Reporting Person Date

Explanation of Responses:

* 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).

- (1) Effective December 7, 2017, Mr. Goldfarb withdrew 500,000 shares of common stock from each of the Morris Goldfarb 2017 GRAT JG and the Morris Goldfarb 2017 GRAT LF in exchange for promissory notes. The principal amount of each promissory note is equal to the average of the high and low sales prices of our common stock on such date, multiplied by the number of shares of common stock withdrawn from the corresponding GRAT.

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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