

GOLDFARB MORRIS  
Form 4/A  
February 13, 2018

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

OMB APPROVAL

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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

(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)

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

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

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
**12/11/2017**

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

**NEW YORK, NY 10018**

(City) (State) (Zip)

**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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
|  |                                      |  | Code                           | V   | Amount or Price   |  |  |
| Common Stock, Par Value \$0.01 Per Share | 12/07/2017                           |  | J(1)                           |   | 500,000   | D  |  |
|  |                                      |  |                                |   | \$ 34.955   | 0  |  |
|  |                                      |  |                                |   |   | I  | Morris Goldfarb 2017 GRAT LF               |
| Common Stock, Par Value \$0.01 Per Share | 12/07/2017                           |  | J(1)                           |   | 500,000   | A  |  |
|  |                                      |  |                                |   | \$ 34.955   | 3,854,329  | D  |
|  | 12/07/2017                           |  | J(1)                           |   | 500,000   | D  |  |
|  |                                      |  |                                |   |   | 0  | I  |

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

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

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(9-02)

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

|                                       |                              |   |   |    |                                |  |   |                                       |                         |
|---------------------------------------|------------------------------|---|---|----|--------------------------------|--|---|---------------------------------------|-------------------------|
| 1. Title of<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. | 5. Transaction<br>Number<br>of | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying | 8. Price of<br>Derivative<br>Security | 9. Nu<br>Deriv<br>Secur |
|---------------------------------------|------------------------------|---|---|----|--------------------------------|--|---|---------------------------------------|-------------------------|

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| (Instr. 3) | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | Securities<br>(Instr. 3 and 4) | (Instr. 5) | Bene-<br>Own-<br>Follo-<br>Repo-<br>Trans-<br>(Instr. |                    |       |  |
|------------|------------------------------------|------------------|------------|---|--------------------------------|------------|---|--------------------|-------|--|
|            |                                    |                  | Code       | V   | (A)                            | (D)        | Date<br>Exercisable                                   | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |

## Reporting Owners

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

## Signatures

/s/ Morris  
Goldfarb

02/12/2018

\_\_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.

### Remarks:

The Form 4 filed on December 11, 2017 listed two trusts ("Trust For Daughter (Spouse Is Trustee)" and "Trust For Son (spouse Is Trustee)").

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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