

G III APPAREL GROUP LTD /DE/

Form 8-K

June 09, 2011

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 8-K  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
Date of Report (Date of earliest event reported): June 7, 2011  
G-III APPAREL GROUP, LTD.  
(Exact name of registrant as specified in its charter)**

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

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

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

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

**10018**  
(Zip Code)

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

**Not Applicable**

(Former name or former address, if changed since last report)

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

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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EX-3.1

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

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

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

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

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

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

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

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

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

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

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

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

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

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

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

3.1 Certificate of Amendment to Certificate of Incorporation.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

G-III APPAREL GROUP, LTD.

Date: June 9, 2011

By: /s/ Neal S. Nackman

Name: Neal S. Nackman

Title: Chief Financial Officer

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Exhibit Description

- 3.1 Certificate of Amendment to Certificate of Incorporation.