

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)
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

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

(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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | 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 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 |

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

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Securities (Instr. 3 and 4) | (Instr. 5) | Bene Own Follo Repo 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

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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.