

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)

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)

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price		
Common Stock, Par Value \$.01 Per Share	12/07/2017		J <sup>(1)</sup>		500,000	D \$ 34.955	0	I Morris Goldfarb 2017 GRAT L
Common Stock, Par Value \$.01 Per Share	12/07/2017		J <sup>(1)</sup>		500,000	A \$ 34.955	3,854,329	D
	12/07/2017		J <sup>(1)</sup>		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<sup>(1)</sup></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.

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

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 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 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. 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.