## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response: 0.5

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Addre	ess of Reporting Pers <u>B MORRIS</u>	on <sup>*</sup>			L GROUF	<u>PLTD/DE/</u> [GIII]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner						
(Last) (First) (Middle) C/O G-III APPAREL GROUP, LTD.				3. Date of Earliest Tra 10/04/2013	Insaction (Mon	th/Day/Year)	x	Officer (give til below) Chief Ex		Other (specify below) ficer			
512 SEVENTH AVENUE				4. If Amendment, Dat	e of Original Fi	led (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)						
(Street) NEW YORK	NY	1001	8				X	Form filed by 0 Form filed by 1		•			
(City)	(State)	(Zip)						Person					
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
1. Title of Security (Instr. 3) Date (Month/Day/Ye		ar) 2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) Disposed Of (D) (Instr. 3, and 5)	4 S B O	Amount of ecurities eneficially wned	6. Ownersh Form: Dire (D) or Indirect (I)						

		(Month/Day/Year)	8)					Owned	Indirect (I)	Ownership	
			Code	v	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)	
Common Stock, Par Value \$.01 Per Share	10/04/2013		А		78,000 <sup>(1)</sup>	A	\$0	2,790,005	D		
Common Stock, Par Value \$.01 Per Share								100,000	I	Arlene Goldfarb 2012 Delaware Trust	
Common Stock, Par Value \$.01 Per Share								108,375	I	Goldfarb Family Partners, LLC	
Common Stock, Par Value \$.01 Per Share								100,000	I	Morris Goldfarb 2012 Delaware Trust	
Common Stock, Par Value \$.01 Per Share								14,833	I	Spouse	
Common Stock, Par Value \$.01 Per Share								36,401	I	The Morris And Arlene Goldfarb Family Foundation	

#### 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	 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transact Code (In 8)		of Deriv Secu Acqu (A) of Dispo of (D) (Instr	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			7. Title Amour Securi Underl Deriva Securi 3 and 4	nt of ties ying tive ty (Instr.	of Derivative	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. The above-named person will be entitled to receive these shares of our common stock only if (a) the average closing price per share of our common stock on the Nasdaq Global Select Market over a twenty consecutive trading day period (i) during the two years after the date of grant is at least \$59.95(which is 10% above the closing price on the date of grant) or (ii) during the following three years after the date of grant is at least \$62.675 (which is 15% above the closing price on the date of grant) and (b) (i) the amount of our net income per share on a fully diluted basis as reported in our audited financial statements ("Net Income Per Share") for the fiscal year ending January 31, 2015 or January 31, 2016 is at least 10% greater than the amount of our Net Income Per Share for the fiscal year ending January 31, 2014 (the "2015/2016 Amount"), (ii) if the net income-based performance objective in clause (b)(i) or (ii) to not satisfied, our Net Income Per Share for the fiscal year ending January 31, 2018 is at least 5% greater than the 2017 Amount", or (iii) if the net income-based performance objective in clause (b)(i) or (ii) is not satisfied, our Net Income Per Share for the fiscal year ending January 31, 2018 is at least 5% greater than the 2017 Amount (clauses (a) and (b) together, the "Performance Conditions"). In addition, the right to receive these shares of common stock will become vested in four equal annual installments on each of October 5, 2015, 2016, 2017 and 2018 (the "Time Vesting Condition").

#### <u>/s/ Morris Goldfarb</u>

\*\* Signature of Reporting Person Date

10/08/2013

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

 $^{\star}$  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).

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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