
**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): July 25, 2016

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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Item 7.01 Regulation FD Disclosure.

On July 25, 2016, G-III Apparel Group, Ltd., a Delaware corporation (the “Company”), held a conference call with investors to discuss the Company’s acquisition of all of the outstanding capital stock of Donna Karan International Inc. (“DKI”), a Delaware corporation (the “Acquisition”), pursuant to a Stock Purchase Agreement (the “Purchase Agreement”), dated July 22, 2016, by and between the Company and LVMH Moet Hennessy Louis Vuitton Inc. (“LVMH”), a Delaware corporation. Subject to the satisfaction or waiver of the conditions set forth in the Purchase Agreement, upon the consummation of the Acquisition, DKI will become a wholly-owned subsidiary of the Company. A copy of the script for the conference call is attached hereto as Exhibit 99.1.

The information furnished in this Item 7.01, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section, and shall not be deemed to be incorporated by reference into any filing of the Company under the Exchange Act or the Securities Act of 1933, as amended, except to the extent that the registrant specifically incorporates any such information by reference.

Item 8.01 Other Events.

On July 25, 2016, the Company and LVMH issued a joint press release announcing that they had entered into the Purchase Agreement. A copy of the press release is attached hereto as Exhibit 99.2.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

- 99.1 Script of Conference Call on July 25, 2016.
 - 99.2 Joint Press Release of the Company and LVMH, dated July 25, 2016.
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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: July 25, 2016

By: /s/ Neal S. Nackman

Name: Neal S. Nackman

Title: Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
99.1	Script of Conference Call on July 25, 2016.
99.2	Joint Press Release of the Company and LVMH, dated July 25, 2016.

Safe Harbor – Neal Nackman

Before we begin, I would like to remind participants that certain statements made on today's call and in the Q&A session may constitute forward-looking statements within the meaning of the Federal Securities Laws. Forward-looking statements are not guarantees, and actual results may differ materially from those expressed or implied in forward-looking statements.

Important factors that could cause actual results of operations or the financial conditions of the company to differ are discussed in the documents filed by the company with the SEC. The company undertakes no duty to update any forward-looking statements.

Overview Commentary – Morris Goldfarb

Good morning and thank you for joining us. We're going to keep our comments brief and then take some time to answer your questions. With me today are Sammy Aaron, our Vice Chairman, Wayne Miller, our Chief Operating Officer, Neal Nackman, our Chief Financial Officer, and Jeff Goldfarb, our Executive Vice President.

This morning, we announced that we are buying Donna Karan from the LVMH Group for total of \$650 million.

The acquisition of Donna Karan is a transformative event for G-III. We see great opportunities throughout the globe to operate existing categories, launch new initiatives and develop a strong licensing and distribution base. This strategy is consistent with our stated plan to grow and diversify our business. Our strong track record of driving organic growth, identifying and integrating acquisitions and developing talent throughout the organization makes the potential of the Donna Karan brand especially appealing.

Donna Karan's existing Management has positioned the company for strong and sustainable growth. The Company does approximately ~\$300 million in revenues, of which ~1/3 is retail volume in approximately 50 company-operated retail stores.

This is our largest acquisition to date. Donna Karan is undoubtedly a power brand with approximately \$1 billion in global retail sales. We are pleased to have this solid foundation in place as we look to the future. We view this business as entirely incremental to the organic opportunities we have previously discussed. The addition of such a strong brand will benefit our entire corporation and we are excited about our position as a diversified, global fashion leader.

We plan to finance the transaction primarily through debt issuance, as well as approximately \$75 million of newly issued common stock to LVMH. The transaction is expected to close in late 2016 or early 2017.

While the transaction is expected to be dilutive in the first twelve months, we are confident in our ability to achieve growth over the current revenue base and expect the transaction to be accretive in the second year and thereafter. We will provide specific updates to guidance as it becomes more appropriate.

Thank you and, Operator, we'd like to now take time for a few questions....



G-III TO ACQUIRE DONNA KARAN INTERNATIONAL FROM LVMH

New York, NY and Paris, July 25, 2016 – G-III Apparel Group, Ltd. (NASDAQ:GIII), a leading designer, manufacturer and marketer of branded apparel and accessories, and LVMH Moët Hennessy Louis Vuitton (LVMH.PA), the world's leading high quality products group, today announced that they have entered into a definitive agreement under which G-III will acquire Donna Karan International, Inc., parent of the Donna Karan and DKNY brands and owned by LVMH, in a transaction with an enterprise value of \$650 million, subject to customary adjustments at closing. The transaction is expected to close in late 2016 or early 2017.

Morris Goldfarb, Chairman, Chief Executive Officer and President of G-III, said, "Donna Karan International is an iconic global fashion company. Its lifestyle aesthetic resonates well with consumers throughout the world. We are excited to build upon its strong foundation as we seek to capitalize on a significant market opportunity. Donna Karan brings increased scale and diversification, while providing incremental growth on top of our portfolio of some of the best fashion brands in the world. We believe we are well positioned to create and sustain additional value for our shareholders, partners, and customers."

Toni Belloni, Group Managing Director of LVMH, said, "Donna Karan International has a deep heritage, global recognition, and renewed energy. We believe the DKNY brand has a dynamic position in the market, and when G-III approached us about acquiring the brand, we concluded that the time was right and that G-III was the right steward going forward. We are pleased to have reached an agreement with G-III, a company that has the expertise and capabilities to broaden the brand's distribution and take it to its next level of success. We are grateful to CEO Caroline Brown, creative directors Maxwell Osborne and Dao-Yi Chow, and the entire management and design teams for the strategic actions that created a platform to support DKNY's continued growth."

G-III does not plan to update its financial guidance to reflect the effect of the acquisition until it has closed, although G-III further noted that, excluding purchase accounting charges and other adjustments, it preliminarily expects the acquisition to be dilutive in the fiscal year ending January 31, 2018, and accretive thereafter.

G-III plans to fund the acquisition through new indebtedness, \$75 million of newly issued G-III common stock to LVMH, and a \$75 million 6½ year seller note. In connection with the acquisition, G-III has obtained financing commitments from Barclays and JPMorgan Chase Bank, N.A. for a \$525 million ABL credit facility and a \$450 million 6-year term loan. The closing of the transaction is not subject to financing conditions.

Barclays is acting as exclusive financial advisor to G-III. Norton Rose Fulbright US LLP and Simpson Thacher & Bartlett LLP are acting as legal advisors to G-III. Barack Ferrazzano Kirschbaum & Nagelberg LLP is acting as legal advisor to LVMH.

About G-III

G-III is a leading manufacturer and distributor of apparel and accessories under licensed brands, owned brands and private label brands. G-III's owned brands include Vilebrequin, Andrew Marc, Marc New York, Bass, G.H. Bass, Weejuns, G-III Sports by Carl Banks, Eliza J, Black Rivet and Jessica Howard. G-III has fashion licenses under the Calvin Klein, Tommy Hilfiger, Karl Lagerfeld, Kenneth Cole, Cole Haan, Guess?, Jones New York, Jessica Simpson, Vince Camuto, Ivanka Trump, Ellen Tracy, Kensie, Levi's and Dockers brands. Through our team sports business, G-III has licenses with the National Football League, National Basketball Association, Major League Baseball, National Hockey League, Hands High, Touch by Alyssa Milano and more than 100 U.S. colleges and universities. G-III also operates retail stores under the Wilsons Leather, Bass, G.H. Bass & Co., Vilebrequin and Calvin Klein Performance names.

Statements concerning G-III's business outlook or future economic performance, anticipated revenues, expenses or other financial items; product introductions and plans and objectives related thereto; and statements concerning assumptions made or expectations as to any future events, conditions, performance or other matters are "forward-looking statements" as that term is defined under the Federal Securities laws. Forward-looking statements are subject to risks, uncertainties and factors which include, but are not limited to, reliance on licensed product, reliance on foreign manufacturers, risks of doing business abroad, the current economic and credit environment, the nature of the apparel industry, including changing customer demand and tastes, customer concentration, seasonality, risks of operating a retail business, customer acceptance of new products, the impact of competitive products and pricing, dependence on existing management, possible disruption from acquisitions and general economic conditions, as well as other risks detailed in G-III's filings with the Securities and Exchange Commission. G-III assumes no obligation to update the information in this release.

About LVMH

LVMH Moët Hennessy Louis Vuitton is represented in Fashion and Leather Goods by a portfolio of brands that includes Louis Vuitton, Céline, Loewe, Kenzo, Givenchy, Thomas Pink, Fendi, Emilio Pucci, Donna Karan, Marc Jacobs, Berluti, Nicholas Kirkwood and Loro Piana. Its Wines and Spirits division includes Moët & Chandon, Dom Pérignon, Veuve Clicquot Ponsardin, Krug, Ruinart, Mercier, Château d'Yquem, Domaine du Clos des Lambrays, Château Cheval Blanc, Hennessy, Glenmorangie, Ardbeg, Wenzel, Belvedere, Chandon, Cloudy Bay, Terrazas de los Andes, Cheval des Andes, Cape Mentelle, Newton et Numanthia. LVMH is present in the Perfumes and Cosmetics sector with Parfums Christian Dior, Guerlain, Parfums Givenchy, Parfums Kenzo, Parfums Loewe as well as other promising cosmetic companies (BeneFit Cosmetics, Make Up For Ever, Acqua di Parma and Fresh). LVMH is also active in selective retailing as well as in other activities through DFS, Sephora, Le Bon Marché, la Samaritaine and Royal Van Lent. LVMH's Watches and Jewelry division comprises Bulgari, TAG Heuer, Chaumet, Dior Watches, Zenith, Fred, Hublot and De Beers Diamond Jewellers Ltd, a joint venture created with the world's leading diamond group.

Certain information included in this release is forward looking and is subject to important risks and uncertainties and factors beyond our control or ability to predict, that could cause actual results to differ materially from those anticipated, projected or implied. It only reflects our views as of the date of this presentation. No undue reliance should therefore be based on any such information, it being also agreed that we undertake no commitment to amend or update it after the date hereof.

G-III Investor Relations & Media Contact

ICR, Inc.

James Palczynski, 203-682-8229

or

G-III

Neal S. Nackman, 212-403-0500

Chief Financial Officer

LVMH Contacts

Analysts and investors: Chris Hollis + 33 1.4413.2122
LVMH

Media:

US: James Fingerth/Molly Morse/Anntal Silver +1 212.521.4800
Kekst

France : Michel Calzaroni/Olivier Labesse/ + 33 1.4070.1189
Sonia Fellmann/Hugues Schmitt
DGM Conseil

UK: Hugh Morrison / Charlotte McMullen +44 7921.881.800
Montfort Communications

Italy: Michele Calcaterra/ Matteo Steinbach +39 02 6249991
SEC and Partners
