**Aaron Sammy** Form 4 October 10, 2012

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

OMB 3235-0287 Number: January 31,

Expires:

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response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

(City)

1.Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person \*

**Aaron Sammy** 

(First) (Middle)

C/O G-III APPAREL GROUP LTD., 512 SEVENTH AVENUE

(Street)

NEW YORK, NY 10018

2. Issuer Name and Ticker or Trading Symbol

G III APPAREL GROUP LTD /DE/ [GIII]

3. Date of Earliest Transaction

(Month/Day/Year) 10/05/2012

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

\_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify below)

Vice Chairman

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

(State) (Zip) 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

Amount

(A)

(D)

4. Securities Acquired 5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Transaction(s) (Instr. 3 and 4)

Common

Per Share

Stock, Par Value \$.01

10/05/2012

66,000 (1)

Code V

\$0 296,273

Price

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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#### Edgar Filing: Aaron Sammy - Form 4

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	e Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	Derivative		Securities		(Instr. 5)	Bene
	Derivative				Securities		(Instr. 3 and 4)			Owne	
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date Exercisable	Expiration Date	Title	or Namel		
									Number		
				C-1- V	(A) (D)				of		
				Code v	(A) (D)				Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address Officer Other Director 10% Owner

Aaron Sammy C/O G-III APPAREL GROUP LTD. **512 SEVENTH AVENUE** NEW YORK, NY 10018

Vice Chairman

## **Signatures**

/s/ Sammy 10/10/2012 Aaron

Date \*\*Signature of Reporting Person

# **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).

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 is \$42.78 (which is 15% above the closing price of our common stock on the Nasdaq Global Select Market on the date of grant) or higher over a twenty consecutive trading day period during the five-year period commencing on October 6, 2012 and ending on October 5, 2017 and (b) our consolidated earnings after taxes, as adjusted for acquisition costs, exceeds \$53 million in any of the fiscal years ending January 31, 2013, 2014, 2015, 2016 or 2017. In addition, the right to receive these shares of common stock will become vested at an annual rate of 25% beginning on the second anniversary of the date of grant.

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. 0 0 D Performance Units 2015 (7)12/31/2015 M 179,944 (7) (7) Common Stock 0 \$ 0 0 D

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### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Gold Alan D

17190 BERNARDO CENTER DRIVE X Chairman, President and CEO

SAN DIEGO, CA 92128

# **Signatures**

Jonathan P. Klassen, Attorney-In-Fact

\*\*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) Represents earn-out of previously awarded performance units granted in January 2013.
- (2) Represents earn-out of previously awarded performance units granted in January 2014.
- (3) Represents earn-out of previously awarded performance units granted in January 2015.
- (4) Represents payment of tax liability by the forfeiture of shares of common stock to the company incident to the vesting of the reporting person's performance units and restricted stock.
- Each performance unit represents a contingent right to receive one share of the company's common stock. 99,760 performance units (5) vested and 500 performance units were forfeited on December 31, 2015, based on the company's total stockholder return performance relative to a selected peer group for the three years ended December 31, 2015.
- Each performance unit represents a contingent right to receive one share of the company's common stock. All performance units vested on December 31, 2015, based on the company's total stockholder return performance relative to a selected peer group for the two years ended December 31, 2015.
- Each performance unit represents a contingent right to receive one share of the company's common stock. All performance units vested (7) on December 31, 2015, based on the company's total stockholder return performance relative to a selected peer group for the one year ended December 31, 2015.

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