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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

G-III APPAREL GROUP, LTD.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

41-1590959

(I.R.S. Employer Identification No.)

512 Seventh Avenue

New York, New York

(Address of Principal Executive Offices)

10018

(Zip Code)

G-III Apparel Group, Ltd. 2015 Long-Term Incentive Plan, as amended

(Full title of the plan)

Morris Goldfarb, Chief Executive Officer

G-III Apparel Group, Ltd.

512 Seventh Avenue

New York, New York 10018

(Name and address of agent for service)

(212) 403-0500

(Telephone number, including area code, of agent for service)

Copy to:

Neil Gold, Esq.

Steven Suzzan, Esq.

Norton Rose Fulbright US LLP

1301 Avenue of the Americas

New York, New York 10019

Telephone: (212) 318-3000

Facsimile: (212) 318-3400

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

The purpose of this Registration Statement on Form S-8 is to register an additional 1,200,000 shares of common stock, par value \$0.01 per share (“Common Stock”), of G-III Apparel Group, Ltd. (the “Company”) for issuance pursuant to awards under the G-III Apparel Group, Ltd. 2015 Long-Term Incentive Plan, as amended (the “Plan”). In accordance with General Instruction E of Form S-8, the contents of (i) the Company’s Registration Statement on Form S-8 (File No. 333-205602), filed with the Securities and Exchange Commission (the “Commission”) on July 10, 2015, to register 2,500,000 shares of Common Stock for issuance pursuant to awards under such Plan, (ii) the Company’s Registration Statement on Form S-8 (File No. 333-232338), filed with the Commission on June 25, 2019, to register an additional 2,500,000 shares of Common Stock for issuance pursuant to awards under such Plan and (iii) the Company’s Registration Statement on Form S-8 (File No. 333-257255), filed with the Commission on June 21, 2021, to register an additional 800,000 shares of Common Stock for issuance pursuant to awards under such Plan, are each incorporated herein by reference except as otherwise amended or superseded hereby.

Effective June 9, 2022, the Company’s stockholders approved an amendment to the Plan to increase the number of shares of Common Stock that may be issued under the Plan. After giving effect to the additional shares registered under this Registration Statement, the aggregate number of shares of Common Stock registered for issuance under the Plan will be 7,000,000.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents and information filed with the Commission by the Company are incorporated herein by reference:

- [the Company’s Annual Report on Form 10-K for the fiscal year ended January 31, 2022, filed on March 28, 2022;](#)
- [the Company’s Quarterly Report on Form 10-Q for the quarterly period ended April 30, 2022, filed on June 7, 2022;](#)
- the Company’s Current Reports on Form 8-K filed on [March 24, 2022](#), [March 31, 2022](#) (two filings), [May 2, 2022](#), [June 2, 2022](#), [June 14, 2022](#); and
- the description of the Company’s capital stock contained in the Company’s [Form 8-K filed on November 1, 2012](#), as amended by [Exhibit 4.2 \(Description of Securities\) to the Company’s Form 10-K filed on March 30, 2020](#), and as amended by any subsequent amendments and reports filed for the purpose of updating such description.

All documents subsequently filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act of 1934, as amended, prior to the filing of a post-effective amendment indicating that all of the securities offered hereunder have been sold or deregistering all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such documents. In no event, however, will any information that we have disclosed or may disclose under Item 2.02 or Item 7.01 (and any related exhibits) of any Current Report on Form 8-K that we have from time to time furnished or may from time to time furnish to the SEC be incorporated by reference into, or otherwise become a part of, this Registration Statement. Any statement contained in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes hereof to the extent that a statement contained herein or in any subsequently filed document that is also incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

The following exhibits are filed as part of this Registration Statement.

Exhibit No.	Description
5.1*	Opinion of Norton Rose Fulbright US LLP.
10.1	G-III Apparel Group, Ltd. 2015 Long-Term Incentive Plan, as amended (incorporated by reference to Exhibit 10.1 to the Company's Form 8-K, filed on June 14, 2022).
23.1*	Consent of Norton Rose Fulbright US LLP (included in Exhibit 5.1).
23.2*	Consent of Ernst & Young LLP.
24.1	Power of Attorney (included on signature page to this Registration Statement).
107*	Filing Fee Table.

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on June 21, 2022.

G-III APPAREL GROUP, LTD.

By: /s/ Neal S. Nackman
Neal S. Nackman
Chief Financial Officer and Treasurer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints MORRIS GOLDFARB and NEAL S. NACKMAN, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and his name, place and stead, and in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting to said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Morris Goldfarb</u> Morris Goldfarb	Chairman of the Board and Chief Executive Officer (<i>Principal Executive Officer</i>)	June 21, 2022
<u>/s/ Neal S. Nackman</u> Neal S. Nackman	Chief Financial Officer and Treasurer (<i>Principal Financial and Accounting Officer</i>)	June 21, 2022
<u>/s/ Sammy Aaron</u> Sammy Aaron	Director, Vice Chairman and President	June 21, 2022
<u>/s/ Thomas J. Brosig</u> Thomas J. Brosig	Director	June 21, 2022
<u>/s/ Alan Feller</u> Alan Feller	Director	June 21, 2022
<u>/s/ Jeffrey Goldfarb</u> Jeffrey Goldfarb	Director	June 21, 2022
<u>/s/ Victor Herrero</u> Victor Herrero	Director	June 21, 2022
<u>/s/ Robert L. Johnson</u> Robert L. Johnson	Director	June 21, 2022
<u>/s/ Patti H. Ongman</u> Patti H. Ongman	Director	June 21, 2022
<u>/s/ Laura Pomerantz</u> Laura Pomerantz	Director	June 21, 2022
<u>/s/ Cheryl Vitali</u> Cheryl Vitali	Director	June 21, 2022
<u>/s/ Lisa Warner Wardell</u> Lisa Warner Wardell	Director	June 21, 2022
<u>/s/ Richard White</u> Richard White	Director	June 21, 2022

INDEX TO EXHIBITS

Exhibit No.	Description
5.1*	Opinion of Norton Rose Fulbright US LLP.
10.1	G-III Apparel Group, Ltd. 2015 Long-Term Incentive Plan, as amended (incorporated by reference to Exhibit 10.1 to the Company's Form 8-K, filed on June 14, 2022).
23.1*	Consent of Norton Rose Fulbright US LLP (included in Exhibit 5.1).
23.2*	Consent of Ernst & Young LLP.
24.1	Power of Attorney (included on signature page to this Registration Statement).
107*	Filing Fee Table.

* Filed herewith.



June 21, 2022

Norton Rose Fulbright US LLP
1301 Avenue of the Americas
New York, New York 10019-6022
United States

G-III Apparel Group, Ltd.
512 Seventh Avenue
New York, NY 10018

Tel +1 212 318 3000
Fax +1 212 318 3400
nortonrosefulbright.com

Ladies and Gentlemen:

We have acted as counsel to G-III Apparel Group, Ltd., a Delaware corporation (the "Company"), in connection with the registration under the Securities Act of 1933, as amended (the "Securities Act"), of an additional 1,200,000 shares of the Company's common stock, par value \$0.01 per share (the "Shares"), that are reserved for issuance pursuant to awards under the Company's 2015 Long-Term Incentive Plan, as amended (the "Plan"), as described in the Company's Registration Statement on Form S-8 (as it may subsequently be amended, the "Registration Statement").

In connection with the foregoing, we have examined the Plan and originals or copies of such corporate records of the Company, certificates of officers of the Company and such other documents as we have deemed relevant or necessary for the purpose of rendering the opinions expressed herein. As to questions of fact material to those opinions, we have, to the extent we deemed appropriate, relied on certificates of officers of the Company. We have assumed the genuineness of all signatures on, and the authenticity of, all documents submitted to us as originals, the conformity to authentic original documents of all documents submitted to us as copies thereof, the due authorization, execution and delivery by the parties thereto other than the Company of all documents examined by us, and the legal capacity of each individual who signed any of those documents.

Based upon the foregoing, we are of the opinion that the Shares, when issued and sold in the manner referred to in the Plan and the pursuant to the award agreements entered into pursuant to the Plan, will be validly issued, fully paid and non-assessable.

The opinions expressed herein are limited exclusively to applicable federal laws of the United States of America and applicable provisions of, respectively, the Delaware Constitution, the Delaware General Corporation Law and reported judicial interpretations of such law, in each case as currently in effect, and we are expressing no opinion as to the effect of the laws of any other jurisdiction.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. This consent is not to be construed as an admission that we are a party whose consent is required to be filed with the Registration Statement under the provisions of the Securities Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Norton Rose Fulbright US LLP

Norton Rose Fulbright US LLP

Norton Rose Fulbright US LLP is a limited liability partnership registered under the laws of Texas.

Norton Rose Fulbright US LLP, Norton Rose Fulbright LLP, Norton Rose Fulbright Australia, Norton Rose Fulbright Canada LLP and Norton Rose Fulbright South Africa Inc are separate legal entities and all of them are members of Norton Rose Fulbright Verein, a Swiss verein. Norton Rose Fulbright Verein helps coordinate the activities of the members but does not itself provide legal services to clients. Details of each entity, with certain regulatory information, are available at nortonrosefulbright.com.

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333-XXXXX) pertaining to the G-III Apparel Group, Ltd. 2015 Long-Term Incentive Plan, as amended, of our reports dated March 28, 2022, with respect to the consolidated financial statements and schedule of G-III Apparel Group, Ltd. and the effectiveness of internal control over financial reporting of G-III Apparel Group, Ltd. included in its Annual Report (Form 10-K) for the year ended January 31, 2022, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

New York, New York

June 21, 2022

Calculation of Filing Fee Tables

Form S-8
(Form Type)

G-III Apparel Group, Ltd.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.01 par value per share						
	- Reserved for future issuance under the 2015 Long-Term Incentive Plan	Rule 457(c) and Rule 457(h)	1,200,000 ⁽²⁾	\$20.78 ⁽³⁾	\$24,936,000	\$92.70	\$2,311.57
Total Offering Amounts						\$24,936,000	\$2,311.57
Total Fee Offsets							\$0
Net Fee Due							\$2,311.57

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement on Form S-8 (this "Registration Statement") shall also cover an additional indeterminable number of shares of common stock which become issuable under the G-III Apparel Group, Ltd. 2015 Long-Term Incentive Plan, as amended (the "Plan"), by reason of any future stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration which results in an increase in the number of outstanding shares of common stock.
- (2) Additional shares of common stock authorized for issuance pursuant to awards made under the Plan as a result of a recent amendment to the Plan.
- (3) Estimated in accordance with Rules 457(c) and 457(h) solely for purposes of calculating the registration fee. The proposed maximum offering price per share and the proposed maximum aggregate offering price are based on the average of the \$21.42 (high) and \$20.14 (low) sales prices of the registrant's common stock as reported on the NASDAQ Global Select Market on June 16, 2022, which date is within five business days prior to filing this Registration Statement.
-