

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Form 3 Holdings Reported.

Form 4 Transactions Reported.

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 Address of Reporting Person* <u>NOSTRA KATZ JEANETTE</u> (Last) (First) (Middle) C/O G-III APPAREL GROUP, LTD. 512 SEVENTH AVENUE (Street) NEW YORK NY 10018 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>G III APPAREL GROUP LTD /DE/ [GIII]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 01/31/2017	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock, Par Value \$.01 Per Share	10/06/2016		S4	1,686 ⁽¹⁾	D	\$29.0878	14,732	D	
Common Stock, Par Value \$.01 Per Share	01/27/2017		A4	3,960 ⁽²⁾	A	\$0	14,732	D	
Common Stock, Par Value \$.01 Per Share							15,200	I	Spouse

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- Represents shares withheld to satisfy the Reporting Person's tax obligations in connection with the vesting of 4,512 restricted stock units.
- The above-named person shall have no right to receive 50% of the Shares subject to the RSUs granted to the Participant under this Agreement unless and until both of the following performance criteria shall have been attained (it being understood that the right to receive the other 50% of said Shares is subject only to the time vesting condition set forth above): (a) First Performance Criteria. The first performance criteria is satisfied if (i) the amount of the Company's consolidated earnings before interest and financing charges, net, and income tax expense and including pretax equity gain (loss) in unconsolidated affiliates of the Company ("G-III EBIT") for the fiscal year ending January 31, 2019, subject to certain adjustments (the "Adjustments") for non-recurring items as set forth in the minutes of the meeting of the Committee approving (the "Approval") the grant subject to this Agreement, is at least 25% greater than the amount of the Company's EBIT for the fiscal year ending January 31, 2017, subject to the Adjustments and excluding the results of the Donna Karan business for such fiscal year ("Adjusted Fiscal 2017 G-III Core EBIT") or (ii) if the performance criteria in clause (i) is not satisfied, G-III EBIT for the fiscal year ending January 31, 2020, subject to the Adjustments, is at least 50% greater than the Adjusted Fiscal 2017 G-III Core EBIT. (b) Second Performance Criteria. The second performance criteria is satisfied if (i) during any period of twenty consecutive trading days beginning on the Effective Date and ending on January 31, 2019, the average closing price per share of the Company's common stock on the Nasdaq Global Select Market is at least \$30.30 or (ii) if the stock price performance criteria in clause (i) is not satisfied, during any period of twenty consecutive trading days beginning after January 31, 2019 and ending on or prior to January 31, 2020, the average closing price per share of the Company's common stock on the Nasdaq Global Select Market is at least \$31.5625.

/s/ Jeanette Nostra-Katz 02/28/2017

** Signature of Reporting Person Date

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

* 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.

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 Number.