

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

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. )**

Filed by the Registrant   
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  
 **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material Pursuant to § 240.14a-12

**G-III APPAREL GROUP, LTD.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of filing fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies:  
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- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):  
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- Fee paid previously with preliminary materials.
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- (1) Amount previously paid:  
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\_\_\_\_\_
- (3) Filing Party:  
\_\_\_\_\_
- (4) Date Filed:  
\_\_\_\_\_



Dear Stockholder:

You are cordially invited to attend the Annual Meeting of Stockholders of G-III Apparel Group, Ltd. to be held on Tuesday, June 10, 2014 at 10:00 a.m., New York time, at the offices of Norton Rose Fulbright, 666 Fifth Avenue, 33<sup>rd</sup> Floor, New York, New York 10103.

The formal Notice of Meeting and the accompanying Proxy Statement set forth proposals for your consideration this year. You are being asked (i) to elect eleven directors to serve on our Board of Directors for the ensuing year, (ii) to approve

the proposed amendments to the performance-based bonus provision in the Employment Agreement with Morris Goldfarb, (iii) to approve the proposed amendments to the performance-based bonus provision in the Employment Agreement with Sammy Aaron, (iv) for an advisory and non-binding vote on the compensation of our named executive officers and (v) to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending January 31, 2015. At the meeting, we will also report on the affairs of G-III, and a discussion period will be provided for questions and comments of general interest to stockholders.

We look forward to greeting personally those of you who are able to be present at the meeting. However, whether or not you are able to be with us at the meeting, it is important that your shares be represented. Accordingly, you are requested to sign, date and mail, at your earliest convenience, the enclosed proxy in the envelope provided for your use.

Thank you for your cooperation.

Very truly yours,

A handwritten signature in cursive script that reads "Morris Goldfarb".

MORRIS GOLDFARB  
*Chief Executive Officer*

May 5, 2014

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**G-III APPAREL GROUP, LTD.  
512 Seventh Avenue  
New York, New York 10018**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
and  
NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS**

**June 10, 2014**

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of G-III Apparel Group, Ltd. will be held on Tuesday, June 10, 2014 at 10:00 a.m., New York time, at the offices of Norton Rose Fulbright, 666 Fifth Avenue, 33<sup>rd</sup> Floor, New York, New York 10103, for the following purposes:

1. To elect eleven directors to serve on our Board of Directors for the ensuing year.
2. To approve the proposed amendments to the performance-based bonus provision in the Employment Agreement with Morris Goldfarb.
3. To approve the proposed amendments to the performance-based bonus provision in the Employment Agreement with Sammy Aaron.
4. To hold an advisory and non-binding vote on the compensation of our named executive officers.
5. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending January 31, 2015.
6. To transact such other business as may properly come before the Annual Meeting or any adjournment thereof.

Only stockholders of record at the close of business on April 28, 2014 will be entitled to notice of and to vote at the Annual Meeting or any adjournment thereof.

All stockholders are cordially invited to attend the Annual Meeting in person. **However, whether or not you plan to attend the Annual Meeting in person, each stockholder is urged to complete, date and sign the enclosed form of proxy and return it promptly in the envelope provided.** No postage is required if the proxy is mailed in the United States. Stockholders who attend the Annual Meeting may revoke their proxies and vote their shares in person.

**Important Notice Regarding the Availability of Proxy Materials for the  
Annual Meeting of Stockholders to be Held on June 10, 2014**

**The Proxy Statement and our 2014 Annual Report to Stockholders are available in the "Investor Relations" section of our website at <http://www.g-iii.com>.**

By Order of the Board of Directors



WAYNE S. MILLER  
*Secretary*

New York, New York  
May 5, 2014

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**G-III APPAREL GROUP, LTD.  
512 Seventh Avenue  
New York, New York 10018**

**PROXY STATEMENT**

**GENERAL INFORMATION**

**General**

This Proxy Statement (first mailed to stockholders on or about May 5, 2014) is furnished to the holders of common stock, par value \$.01 per share (the "Common Stock"), of G-III Apparel Group, Ltd. ("G-III") in connection with the solicitation by our Board of Directors of proxies for use at the Annual Meeting of Stockholders (the "Annual Meeting"), or at any adjournment thereof, pursuant to the accompanying Notice of Annual Meeting of Stockholders. The Annual Meeting will be held on Tuesday, June 10, 2014, at 10:00 a.m., New York time, at the offices of Norton Rose Fulbright, 666 Fifth Avenue, 33<sup>rd</sup> Floor, New York, New York 10103.

It is proposed that at the Annual Meeting: we (i) elect eleven directors to serve on our Board of Directors for the ensuing year, (ii) to approve the proposed amendments to the performance-based bonus provision in the Employment Agreement with Morris Goldfarb, (iii) to approve the proposed amendments to the performance-based bonus provision in the Employment Agreement with Sammy Aaron, (iv) hold an advisory and non-binding vote on the compensation of our named executive officers and (v) ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending January 31, 2015.

Management currently is not aware of any other matters that will come before the Annual Meeting. If any other matters properly come before the Annual Meeting, the persons designated as proxies intend to vote in accordance with their best judgment on such matters. Proxies for use at the Annual Meeting are being solicited by our Board of Directors. Proxies will be solicited chiefly by mail; however, certain of our officers, directors, employees and agents, none of whom will receive additional compensation therefor, may solicit proxies by telephone or other personal contact. We will bear the cost of the solicitation of the proxies, including postage, printing and handling, and will reimburse the reasonable expenses of brokerage firms and others for forwarding material to beneficial owners of shares of Common Stock.

**Revocability and Voting of Proxy**

A form of proxy for use at the Annual Meeting and a return envelope for the proxy are enclosed. Stockholders may revoke the authority granted by their execution of a proxy at any time prior to the effective exercise of the powers conferred by that proxy, by filing with the Secretary of G-III a written notice of revocation or a duly executed proxy bearing a later date, or by voting in person at the Annual Meeting.

Shares of Common Stock represented by executed and unrevoked proxies will be voted in accordance with the instructions specified in such proxies. If no specifications are given, the proxies intend to vote the shares represented thereby "for" the election of each of the eleven nominees for director as shown on the form of proxy, "for" approval of the proposed amendments to the performance-based bonus provision in the employment agreement with Morris Goldfarb, "for" approval of the proposed amendments to the performance-based bonus provision in the amended employment agreement with Sammy Aaron, "for" approval of the compensation of our named executive officers, and "for" the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending January 31, 2015 and in accordance with their best judgment on any other matters which may properly come before the meeting.

**Record Date and Voting Rights**

On April 28, 2014, there were 20,541,266 shares of Common Stock outstanding (excluding shares held in treasury). Each of these shares is entitled to one vote upon each of the matters to be presented at the Annual Meeting. Only stockholders of record at the close of business on April 28, 2014 are entitled to

notice of and to vote at the Annual Meeting or any adjournment thereof. The holders of a majority of the outstanding shares of Common Stock, present in person or by proxy and entitled to vote, will constitute a quorum at the Annual Meeting. Abstentions and broker non-votes will be counted for purposes of determining the presence or absence of a quorum, but will not be counted with respect to the specific matter being voted upon.

“Broker non-votes” are shares held by brokers or nominees which are present in person or represented by proxy, but which are not voted on a particular matter because instructions have not been received from the beneficial owner. Under the applicable Delaware law, the effect of broker non-votes on a particular matter depends on whether the matter is one as to which the broker or nominee has discretionary voting authority under the applicable rules of the New York Stock Exchange. Under current New York Stock Exchange rules, brokers have discretionary authority to vote on the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending January 31, 2015, but are prohibited from voting on the election of the eleven nominees for director, the approval of the proposed amendments to the performance-based bonus provision in the employment agreement with Morris Goldfarb, the approval of the proposed amendments to the performance-based bonus provision in the employment agreement with Sammy Aaron or the approval of the compensation of our named executive officers, unless you provide instructions to that firm by voting your proxy.

The affirmative vote of the holders of a plurality of the shares of Common Stock present in person or represented by proxy and entitled to vote at the Annual Meeting is required for the election of directors. The other matters to be voted on will be decided by the affirmative vote of the holders of a majority of the shares of Common Stock present in person or represented by proxy and entitled to vote at the Annual Meeting.

## PROXY SUMMARY

### About G-III

Since our IPO in 1989, G-III has transformed from a small, exclusively leather apparel manufacturer with net sales of \$98.8 million and net income of \$5.9 million into the large diversified apparel and retail company we are today, with net sales of \$1.72 billion and net income of \$77.4 million. This transformation is due to the strategic vision, flexibility, ingenuity, management skills and strong personal relationships maintained by our entire leadership team, under the guidance of Morris Goldfarb, our Chairman, Chief Executive Officer and President. We view our management team as critical to our development and essential to our continued success in the future. The apparel business is a challenging one, and many of our early competitors did not survive, underscoring the importance of the long-term vision and execution of Mr. Goldfarb. In light of the growth in stockholder returns attributable to Mr. Goldfarb's vision and the execution by our management team, we have included a brief description of our business and financial and stock market performance below.

G-III today capitalizes on the following competitive strengths to achieve our goal of creating an all-season diversified apparel company:

- *Broad portfolio of recognized brands.* We have built a broad and deep portfolio of over 40 licensed and proprietary brands. We believe we are a licensee of choice for well-known brands, as demonstrated by our partnerships with such brands as Calvin Klein, Guess, Kenneth Cole, Tommy Hilfiger, Cole Haan, Dockers and Levi's, that have built a loyal following of both fashion-conscious consumers and retailers who desire high quality, well designed products. In addition to our licensed brands, we own several successful proprietary brands, including Vilebrequin, Bass, G.H. Bass, Andrew Marc, Marc New York and Eliza J;
- *Diversified distribution base.* We market our products across multiple channels of distribution, including a cross section of retailers such as Macy's, Bloomingdale's, Nordstrom, Saks Fifth Avenue, Lord & Taylor, The Bon-Ton Stores, Dillard's, JC Penney, TJX and Ross and membership clubs such as Costco and Sam's Club. Our Wilsons and Andrew Marc outlet stores provide an additional distribution network for our products. We distribute our Vilebrequin products through a network of company owned and franchised specialty retail stores and shops, as well as through select wholesale distribution, and distribute our Bass and G.H. Bass products through our outlet stores and through licensees;
- *Superior design, sourcing and quality control.* Our in-house design and merchandising team designs substantially all of our licensed, proprietary and private label products. We have developed a network of worldwide suppliers that allows us to negotiate competitive terms without relying on any single vendor. In addition, we employ a quality control team and a sourcing group in China to ensure the quality of our products. Our acquisition of Vilebrequin added experienced design capability and additional sourcing resources in Europe; and
- *Significant growth.* Our annual net sales have grown from \$215 million in our fiscal year ended January 31, 2005 to \$1.72 billion in our fiscal year ended January 31, 2014, a record for us. Our growth is the result of execution by our management team, strategic acquisitions such as the acquisition of the G.H. Bass & Co. business in November 2013, the addition of numerous new license agreements such as license agreements for Tommy Hilfiger women's outerwear and Calvin Klein men's and women's swimwear in fiscal 2014 and the expansion and diversification of our product categories and channels of distribution.

We believe that our current position of leadership within the industry is in large part due to the involvement of Mr. Goldfarb and the rest of our management team in our business. G-III has continuously evolved over the years.

- We were one of the first companies in the industry to identify the importance of overseas production and were instrumental in the technological developments which further reduced

manufacturing costs. We were also among the first to license nationally recognized brands for a variety of classifications. G-III has been transformed from an exclusively leather, mostly private label manufacturer of outerwear, to a diversified provider of differentiated apparel products.

- Under Mr. Goldfarb's leadership, we were also quick to recognize the importance of licensing major names as a way to better serve the markets in which we compete. Towards this end, we have built a strong portfolio of licensed brands including:
  - Licenses with Calvin Klein, Guess, Kenneth Cole, Tommy Hilfiger, Cole Haan, Dockers and Levi's, among others;
  - Team logo wear for the NFL, MLB, NHL, NBA and college teams, including both coats and knits, which is an expanding portion of our business; and
  - Our recent launch of Ivanka Trump apparel, a brand we believe has strong growth potential.
- Our management team also recognized the importance of owning our own proprietary brands, which led to acquisitions such as Andrew Marc in 2008, Vilebrequin in 2012 and G.H. Bass & Co. in 2013. These acquisitions have given us greater control over the design, manufacture and distribution of our products.
- To diversify our revenue stream and mitigate the seasonality of the outerwear business, we have continuously expanded our product line:
  - Since the creation of our dress business in 2006, we have evolved into one of the largest dress manufacturers in the United States.
  - From our outerwear base, we began producing sportswear, women's suits, women's performancewear and swimwear, in addition to dresses.
  - As a result of our acquisition of the G.H. Bass & Co. business in 2013, we now produce footwear, including the iconic original penny loafer, known as "Weejuns."
  - Beyond apparel, we also produce luggage, women's handbags, small leather goods and cold weather accessories.
- Our management recognized the growing importance of the status goods market, which culminated in our purchase of Vilebrequin in 2012. Our acquisition of Vilebrequin gave us a foothold in the high-margin, status market, and we are executing a strategic plan to grow the brand into a men's and women's lifestyle brand with an expanded retail presence and a revamped web site.
- Following our identification of the importance of leveraging retail distribution as a way to mitigate risks associated with design and product decisions, move excess inventory and serve as a testing ground for new product designs, we acquired and successfully integrated the Wilson's Leather retail outlets. We subsequently expanded our retail operations to include stores operated under our own Andrew Marc and Vilebrequin brands and our licensed Calvin Klein Performance brand. In November 2013, we acquired G.H. Bass & Co. and added their chain of outlet stores to our portfolio. As of January 31, 2014, we operated 426 retail stores, of which 165 are operated under the Wilsons Leather name, 156 are operated under the G.H. Bass name, 5 are operated under our Andrew Marc brand and 70 are Vilebrequin retail stores.

Furthermore, we believe the leadership provided by Mr. Goldfarb and the rest of our management team has been instrumental in ensuring that G-III is well-managed and well-positioned for the long-term, which has contributed to our ability to deliver strong results to our stockholders.

- We have successfully recruited and retained a strong team of seasoned managers. Our ability to minimize turnover, particularly within our senior ranks, has provided our company with continuity and a long-term perspective.
- We have built an in-house design and merchandising team which designs substantially all of our licensed, proprietary and private label products. We believe that this creative design team, coupled with our sourcing expertise, gives us an advantage in product development. These factors are

important differentiators from our competition, and we believe we have developed a significant customer following and positive reputation in the industry as a result of our design capabilities, sourcing expertise, on-time delivery and high standards of quality control.

- Our broad distribution platform and ability to adapt quickly to changes in the retail environment through our internal design, sourcing and manufacturing capabilities, have made us an important resource for our retail partners, which we believe has enhanced our standing as a licensee and supplier of choice.
- We are prudently financed. In August 2012, concurrent with our acquisition of Vilebrequin, we entered into a secured credit agreement with a group of lenders led by JPMorgan Chase Bank. The credit agreement is a five year senior secured credit facility providing for borrowings in the aggregate principal amount of up to \$450,000,000. We believe that cash on hand and from operations, together with funds available from our credit agreement, are sufficient to meet our expected operating and capital expenditure requirements. This credit agreement and cash generated from operations allowed us to finance the acquisitions of Vilebrequin and G.H. Bass & Co.

#### **Revisions to Compensation and Corporate Governance Programs**

Our Compensation Committee, with the assistance of Steven Hall & Partners, a nationally recognized independent compensation consultancy, has worked hard to ensure that our compensation and corporate governance programs support our short- and long-term strategic objectives, are responsive to concerns raised by our stockholders and are reflective of best practices. We were pleased that 79% of our stockholders voted in favor of our most recent Say on Pay proposal at our most recent annual meeting of stockholders.

During our fiscal year ended January 31, 2014 (“fiscal 2014”), our Compensation Committee, with the assistance of Steven Hall & Partners, completed a review of the G-III executive compensation and corporate governance programs and discussed these matters with our stockholders and stockholder advisory firms. During our meetings, stockholders indicated that they were very pleased with our financial performance, as well as with Morris Goldfarb’s leadership of our company. They also provided feedback on our executive compensation and governance programs.

We value this dialogue and modified our executive compensation and corporate governance programs in response to concerns raised by stockholders. To facilitate this process, and demonstrate their commitment to incorporating the views of stockholders into the compensation and corporate governance programs of G-III, in fiscal 2014, Morris Goldfarb and Sammy Aaron voluntarily agreed to modify the incentive compensation provisions in their respective employment agreements to impose higher performance thresholds as an annual incentive award condition and add a cap on incentive compensation.

As further demonstration of their commitment to this initiative, in fiscal 2015, Morris Goldfarb and Sammy Aaron have agreed to further modifications to their annual incentive compensation arrangements. It is important to note that these modifications to their contractual rights were made voluntarily, and that neither executive was obligated to make these changes. The proposed modifications are described in “Compensation Discussion and Analysis” under “Revised Incentive Arrangements for Mr. Goldfarb” and “Revised Incentive Arrangements for Mr. Aaron” and are subject to approval by our stockholders as described in Proposal No. 2-Approval of Proposed Amendments to the Performance-Based Bonus Provision in the Employment Agreement with Morris Goldfarb and Proposal No. 3- Approval of Proposed Amendments to the Performance-Based Bonus Provision in the Employment Agreement with Sammy Aaron.

Our actions are summarized below and a more complete description of the various compensation and corporate governance programs we have in place is included in the “Corporate Governance” and “Compensation Discussion and Analysis” sections of this Proxy Statement.

We examined the design of our executive compensation program and took the following actions:

- Increased the pre-tax income performance thresholds which must be met prior to payment of an annual cash incentive award to Morris Goldfarb and Sammy Aaron and instituted an annual cap on the amounts which they can earn pursuant to their annual incentive awards in fiscal 2014. As discussed in greater detail below, each of Mr. Goldfarb and Mr. Aaron have agreed to further modifications to their annual incentive compensation arrangements beginning with fiscal 2015.



- Incorporated a second performance metric into the performance conditions required for earning our performance-based long-term equity incentive awards, beginning with the awards made in October 2012 and continuing with the awards made in October 2013.

Additional actions taken last year to address stockholder concerns included implementation of:

- An Executive Incentive Compensation Recoupment Policy, or “clawback policy,” for executive officers;
- An Anti-Hedging and Anti-Pledging Policy;
- Stock Ownership Guidelines for executive officers and directors; and
- An explicit prohibition of repricing and recycling of options and SARs.

Other actions taken to address corporate governance concerns included:

- Our Board created a Lead Independent Director position and elected Richard White to serve as Lead Independent Director of the Board;
- Morris Goldfarb agreed to limit his service to no more than two other public company boards, in addition to his service on G-III’s Board; and
- We nominated Allen Sirkin to serve as a member of our Board and our stockholders elected him as a director at last year’s Annual Meeting. Mr. Sirkin is an experienced executive in the apparel industry and an additional independent director.

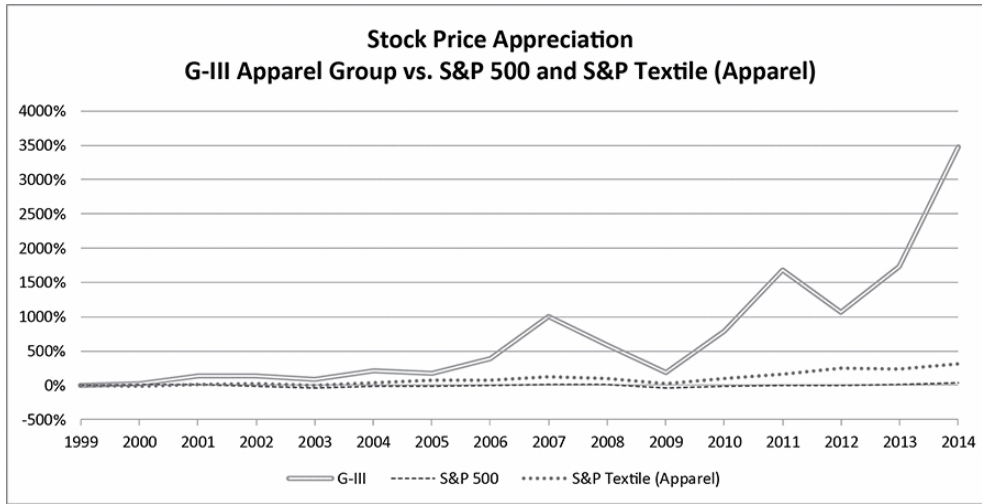
### **How Pay is Tied to Performance**

Our compensation program is designed to ensure that the interests of our executive officers are aligned with those of our stockholders and, accordingly, the majority of compensation paid to our executive officers each year is based solely on the achievement of performance which we believe enhances the value of our stock. Our compensation program is designed to enhance stockholder value in the following ways:

- The majority of compensation paid to our executives is variable and aligned with the short- and long-term performance of G-III;
- Our annual incentive compensation structure is oriented towards bottom-line results, fosters an entrepreneurial environment and empowers management with the flexibility to quickly make decisions which are responsive to ever-changing market conditions, a hallmark of our business;
- Our long-term incentive program aligns the interests of executive officers with those of our stockholders through the use of performance-vested restricted shares which are earned only upon the achievement of two performance metrics based on stock price appreciation and earnings after taxes or net income per share; and
- We offer a competitive compensation program which enables us to attract and retain highly qualified managerial and executive talent necessary to achieve our objectives.

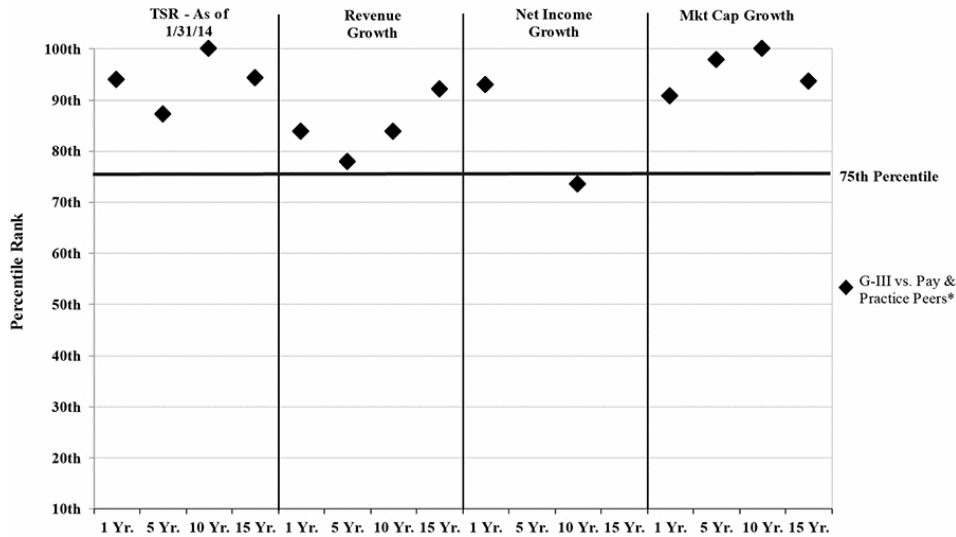
*Over the last 15 years, we have delivered significant returns to our stockholders.*

We have delivered exceptional returns to our stockholders over the past fifteen years. During this period from February 1, 1999 through January 31, 2014, our stock price has increased 3,473%, significantly out-performing the 39% increase in the S&P 500 and the 314% increase in the S&P Textile (Apparel) Index over the same period.



Under the leadership of Morris Goldfarb, our Chairman, Chief Executive Officer and President, and a dedicated team of other executive officers, G-III has delivered top quartile performance in total stockholder return and growth in revenues, net income and market capitalization, demonstrating both our long-term orientation as well as our commitment to delivering top quartile results to stockholders, particularly with respect to total stockholder return.

**TSR & Select Growth Measures — 1, 5, 10 & 15 Years  
G-III vs. Pay & Practice Peers\***



\* Pay Peers include: Carter’s Inc.; Columbia Sportswear Co.; Crocs, Inc.; Deckers Outdoor Corp.; Kate Spade & Co. (formerly Fifth & Pacific Companies, Inc.); Lululemon Athletica, Inc.; Oxford Industries, Inc.; Perry Ellis International, Inc.; Quiksilver, Inc.; Skechers USA, Inc.; Steven Madden, Ltd.; Under Armour, Inc.; and Wolverine World Wide, Inc. Practice Peers include: Guess?, Inc.; Jones Group, Inc. (The); PVH Corp.; Ralph Lauren Corp.; and VF Corp.

*Note: All financial numbers sourced from Bloomberg to ensure comparability with peers. In instances where historical data is not available, company is excluded from the comparison. In instances where a growth calculation is not valid, the data point has been omitted from the analysis for that period only.*

**During Fiscal 2014, we delivered strong operational results and significant returns to our stockholders.**

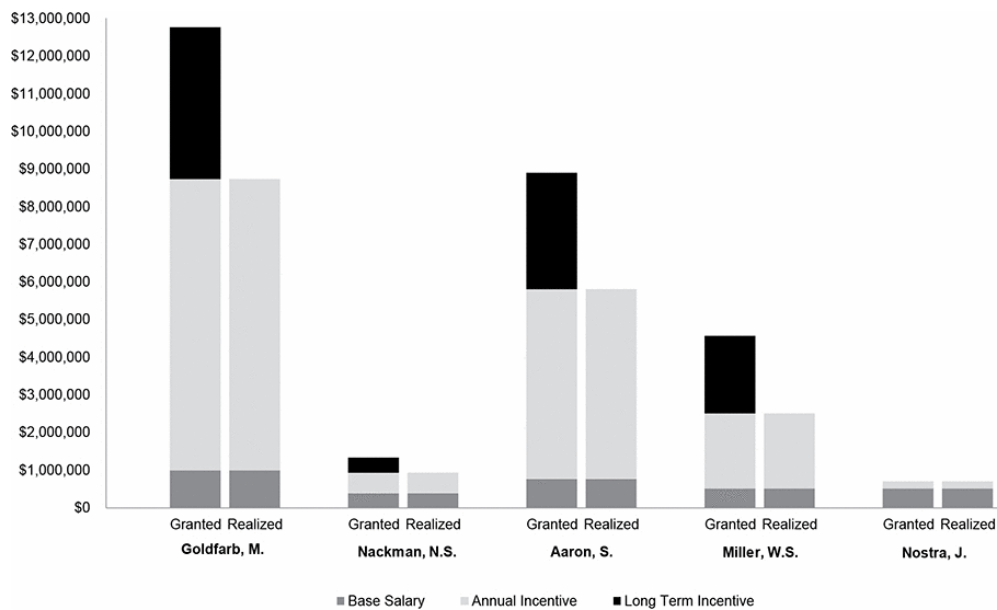
Business highlights include:

- We grew sales by 23% to \$1.72 billion, a record for us, with across-the-board strength in our business.
- We increased net income per diluted share to \$3.71, also a record for us, surpassing our plan and up 32% over last year.
- In November 2013, we acquired G.H. Bass & Co., a powerful heritage footwear, apparel and accessories brand.
- We added license agreements for Tommy Hilfiger women’s outerwear and Calvin Klein men’s and women’s swimwear.
- We launched Ivanka Trump apparel, a brand we believe has strong growth potential.
- We extended the terms of all of our Calvin Klein licenses through the end of 2023.

**How Fiscal 2014 Performance Impacted Chief Executive Officer Compensation**

*Granted Versus Realized Pay in Fiscal 2014 — Our Pay For Performance Philosophy in Action*

Because our long-term incentive compensation is based on a combination of earnings and stock price performance, the awards made in fiscal 2014 have not been earned. Our executives will receive these amounts only upon the satisfaction of the applicable performance goals and time vesting periods.



Based on the information in this “Proxy Summary,” as well as the more detailed information contained in “Compensation Discussion and Analysis,” our Board and our Compensation Committee strongly believe that our shareholders should vote “FOR” Proposal No. 4 — Advisory Vote on Compensation of our Named Executive Officers, commonly known as the “say on pay” proposal.

**BENEFICIAL OWNERSHIP OF COMMON STOCK BY  
CERTAIN STOCKHOLDERS AND MANAGEMENT**

The following table sets forth information as of March 1, 2014 (except as otherwise noted in the footnotes) regarding the beneficial ownership of our Common Stock of: (i) each director; (ii) each person known by us to own beneficially more than five percent of our outstanding Common Stock; (iii) each executive officer named in the Summary Compensation Table; and (iv) all directors and executive officers as a group. Except as otherwise specified, the named beneficial owner has the sole voting and investment power over the shares listed. The percentage of ownership is based on 20,443,579 (excludes treasury shares) shares of Common Stock outstanding as of March 1, 2014 (except as otherwise noted in the footnotes). Unless otherwise indicated in the table below, each beneficial owner has an address in care of our principal executive offices at 512 Seventh Avenue, New York, New York 10018.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership of Common Stock	Percentage of Common Stock
Morris Goldfarb	2,459,614 <sup>(1)</sup>	12.00%
Sammy Aaron	90,452 <sup>(2)</sup>	*
Thomas J. Brosig P.O. Box 7096 Gulfport, MS 39503	400 <sup>(3)</sup>	*
Alan Feller	4,512 <sup>(4)</sup>	*
Jeffrey Goldfarb	127,608 <sup>(5)</sup>	*
Jeanette Nostra	10,768 <sup>(6)</sup>	*
Laura Pomerantz	12,000 <sup>(7)</sup>	*
Allen Sirkin	— <sup>(8)</sup>	*
Willem van Bokhorst Johan van Walbeekplein 11 Curaçao	36,400 <sup>(9)</sup>	*
Cheryl Vitali	2,900 <sup>(10)</sup>	*
Richard White	29,310 <sup>(11)</sup>	*
FMR LLC <sup>(12)</sup> 82 Devonshire Street Boston, MA 02109	2,987,550	14.65%
Royce & Associates, LLC <sup>(13)</sup> 745 Fifth Avenue New York, NY 10151	1,856,443	9.1%
BlackRock, Inc. <sup>(14)</sup> 40 East 52 <sup>nd</sup> Street New York, NY 10022	1,542,554	7.6%
Wayne S. Miller	12,500 <sup>(15)</sup>	*
Neal S. Nackman	12,209 <sup>(16)</sup>	*
All directors and executive officers as a group (13 persons)	2,798,673 <sup>(17)</sup>	13.60%

\* Less than one percent

- (1) Includes (i) 108,375 shares of Common Stock held by Goldfarb Family Partners, L.L.C., of which Mr. Goldfarb is the sole Manager; (ii) 46,401 shares of Common Stock owned by The Morris and Arlene Goldfarb Family Foundation, Inc., of which Mr. Goldfarb is the President and Treasurer; (iii) 441,300 shares of Common Stock held by Morris and Arlene Goldfarb, as joint tenants; (iv) 14,833 shares of Common Stock owned by Arlene Goldfarb, Mr. Goldfarb's wife; (v) 100,000 Common Shares held by The Morris Goldfarb 2012 Delaware Trust (Mr. Goldfarb serves as a member

of the Trust Committee of the Trust which directs the Trustee's decisions as to voting and disposition of the Common Shares held in the Trust); (vi) 100,000 shares held by The Arlene Goldfarb 2012 Delaware Trust (Arlene Goldfarb, Mr. Goldfarb's wife, serves as a member of the Trust Committee of the Trust, which directs the Trustee's decisions as to voting and disposition of the shares held in the Trust); and (vii) 45,000 shares of Common Stock issuable upon vesting of restricted stock units within 60 days of March 1, 2014. In addition to the shares listed in the table, Mr. Goldfarb has the right to receive an aggregate of 212,500 shares pursuant to restricted stock unit awards for which performance conditions have been satisfied, subject to the satisfaction of required time vesting periods.

- (2) Includes 30,000 of shares of Common Stock issuable upon vesting of restricted stock units within 60 days of March 1, 2014. In addition to the shares listed in the table, Mr. Aaron has the right to receive an aggregate of 141,000 shares pursuant to restricted stock unit awards for which performance conditions have been satisfied, subject to the satisfaction of required time vesting periods.
- (3) In addition to the shares listed in the table, Mr. Brosig has the right to receive an aggregate of 4,800 shares pursuant to restricted stock unit awards, subject to the satisfaction of required time vesting periods.
- (4) Includes 500 shares of Common Stock issuable upon vesting of restricted stock units within 60 days of March 1, 2014. In addition to the shares listed in the table, Mr. Feller has the right to receive an aggregate of 4,800 shares pursuant to restricted stock unit awards, subject to the satisfaction of required time vesting periods.
- (5) Includes (i) 10,000 shares of Common Stock held by Jeffrey and Stacey Goldfarb, Mr. Goldfarb's wife, as joint tenants; (ii) 12,448 shares of Common Stock owned by the Amanda Julie Goldfarb Trust 2007 of which Mr. Goldfarb and his wife are co-trustees; (iii) 1,100 shares of Common Stock owned by the Ryan Gabriel Goldfarb Trust 2009 of which Mr. Goldfarb and his wife are co-trustees; and (iv) 2,500 shares of Common Stock issuable upon vesting of restricted stock units within 60 days of March 1, 2014. In addition to the shares listed in the table, Mr. Goldfarb has the right to receive an aggregate of 37,500 shares pursuant to restricted stock unit awards for which performance conditions have been satisfied, subject to the satisfaction of required time vesting periods.
- (6) Includes of 5,000 shares of Common Stock issuable upon vesting of restricted stock units within 60 days of March 1, 2014. In addition to the shares listed in the table, Ms. Nostra has the right to receive an aggregate of 10,250 shares pursuant to restricted stock unit awards for which performance conditions have been satisfied, subject to the satisfaction of required time vesting periods.
- (7) Include 10,800 shares of common stock which may be acquired within 60 days of March 1, 2014 upon the exercise of options. In addition to the shares listed in the table, Ms. Pomerantz has the right to receive an aggregate of 4,800 shares pursuant to restricted stock unit awards, subject to the satisfaction of required time vesting periods.
- (8) Mr. Sirkin has the right to receive an aggregate of 4,000 shares pursuant to restricted stock unit awards, subject to the satisfaction of required time vesting periods.
- (9) Includes 16,200 shares of common stock which may be acquired within 60 days of March 1, 2014 upon the exercise of options. In addition to the shares listed in the table, Mr. van Bokhorst has the right to receive an aggregate of 4,800 shares pursuant to restricted stock unit awards, subject to the satisfaction of required time vesting periods.
- (10) In addition to the shares listed in the table, Ms. Vitali has the right to receive an aggregate of 5,400 shares pursuant to restricted stock unit awards, subject to the satisfaction of required time vesting periods.
- (11) Includes 6,000 shares of common stock which may be acquired within 60 days of March 1, 2014 upon the exercise of options and 500 shares of Common Stock issuable upon vesting of restricted stock units within 60 days of March 1, 2014. In addition to the shares listed in the table, Mr. White has the right to receive an aggregate of 5,800 shares pursuant to restricted stock unit awards, subject to the satisfaction of required time vesting periods.

- (12) Information is derived from the Schedule 13G filed by FMR LLC (“FMR”), Edward C. Johnson 3<sup>rd</sup>, Fidelity Management & Research Company (“Fidelity”) and Fidelity Variable Insurance Products Mid Cap Portfolio with the Securities and Exchange Commission on February 14, 2014. Fidelity is a registered investment adviser and subsidiary of FMR, and is the beneficial owner of 2,310,246 shares of Common Stock or 11.33% of the outstanding Common Stock. Edward C. Johnson 3<sup>rd</sup> and FMR, through its control of Fidelity, each has sole dispositive power with respect to 2,310,246 shares of Common Stock or 11.33% of the outstanding Common Stock as a result of acting as investment advisor to certain funds. Fidelity SelectCo, LLC (“SelectCo”), a wholly owned subsidiary of FMR and registered investment adviser, beneficially owns 573,344 shares of Common Stock or 2.81% of the outstanding Common Stock as a result of acting as investment advisor to certain funds. Edward C. Johnson 3<sup>d</sup> and FMR, through its control of SelectCo, and the SelectCo funds each has solepower to dispose of the 573,344 shares of Common Stock or 2.81% of the outstanding Common Stock owned by the SelectCo funds. The ownership of Fidelity Variable Insurance Products Mid Cap Portfolio amounted to 1,142,722 shares or 5.6% of the Common Stock outstanding.
- (13) Information is derived from the Schedule 13G/A filed by Royce and Associates, LLC (“Royce”) with the Securities and Exchange Commission on January 9, 2014. Royce is a registered investment adviser and has sole voting power and sole dispositive power with respect to such shares.
- (14) Information is derived from the Schedule 13G/A filed by BlackRock, Inc. (“BlackRock”) with the Securities and Exchange Commission on January 29, 2014. BlackRock is a parent holding company or control person in accordance with Exchange Act Rule 13d-1(b)(1)(ii)(G) and has sole voting power and sole dispositive power with respect to such shares.
- (15) Consists of shares of Common Stock issuable upon vesting of restricted stock units within 60 days of March 1, 2014. In addition to the shares listed in the table, Mr. Miller has the right to receive an aggregate of 98,750 shares pursuant to restricted stock unit awards for which performance conditions have been satisfied, subject to the satisfaction of required time vesting periods.
- (16) Includes 2,500 shares of Common Stock issuable upon vesting of restricted stock units within 60 days of March 1, 2014. In addition to the shares listed in the table, Mr. Nackman has the right to receive an aggregate of 17,500 shares pursuant to restricted stock unit awards for which performance conditions have been satisfied, subject to the satisfaction of required time vesting periods.
- (17) Includes 33,000 shares of common stock which may be acquired within 60 days of March 1, 2014 upon the exercise of options and 98,500 shares of Common Stock issuable upon vesting of restricted stock units within 60 days of March 1, 2014. In addition to the shares listed in the table, all directors and officers as a group have the right to receive an aggregate of 551,900 shares pursuant to restricted stock unit awards for which any performance conditions have been satisfied, subject to the satisfaction of required time vesting periods.

#### **Section 16(a) Beneficial Ownership Reporting Compliance**

To our knowledge, our directors, officers and beneficial owners of more than ten percent of our Common Stock were in compliance with the reporting requirements of Section 16(a) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), during fiscal 2014, except that Cheryl Vitali, a member of our Board of Directors failed to timely file a Form 4 to report the purchase of 1,300 shares of our Common Stock on April 8, 2013. Ms. Vitali subsequently filed a Form 4 on May 16, 2013 to report this transaction. In addition, Richard White, also a member of our Board of Directors, timely reported the issuance of 2,000 restricted stock units on June 5, 2013 for his service as a non-employee director in a Form 4 filed on June 7, 2013, but neglected to report in this Form 4 the additional issuance of 1,000 restricted stock units on the same date for his role as lead independent director. Mr. White subsequently amended the Form 4 on April 25, 2014 to include such additional issuance of 1,000 restricted stock units on June 5, 2013.

## CORPORATE GOVERNANCE

The Board of Directors has determined that Thomas Brosig, Alan Feller, Laura Pomerantz, Allen Sirkin, Willem van Bokhorst, Cheryl Vitali and Richard White are independent directors. The independent directors constitute a majority of the Board of Directors. In making its determination regarding the independence of the directors, the Board relied upon information provided by each of the directors and noted that each independent director meets the standards for independence set out in Marketplace Rule 5605(a)(2) of The NASDAQ Stock Market and under the applicable rules and regulations of the Securities and Exchange Commission, and that there is no material business relationship between G-III and any independent director, including any business entity with which any independent director is affiliated.

The Board of Directors held four meetings and acted by Unanimous Consent three times during the fiscal year ended January 31, 2014. During the fiscal year ended January 31, 2014, each director in office attended not less than 75% of the aggregate number of meetings of the Board of Directors and of meetings of committees of the Board on which he or she served during the time period in which he or she served. We do not have a formal policy regarding attendance by members of the Board of Directors at annual stockholders meetings. Eight of our ten directors then serving on the Board of Directors, and Allen Sirkin, then a nominee to serve on the Board, attended the 2013 Annual Meeting of Stockholders.

Our Board of Directors has an Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee. Each member of our Audit, Compensation and Nominating and Corporate Governance Committees has been determined by the Board of Directors to be "independent" within the meaning of Marketplace Rule 5605(a)(2) of The NASDAQ Stock Market. Each member of the Audit Committee is "independent" within the meaning of Marketplace Rule 5605(c)(2)(A) of The NASDAQ Stock Market and under the applicable rules and regulations of the Securities and Exchange Commission regarding the independence of audit committee members. Each member of the Compensation Committee is "independent" within the meaning of Marketplace Rule 5605(d)(2)(A) of The NASDAQ Stock Market.

### **Audit Committee**

The Audit Committee, composed of Alan Feller, Willem van Bokhorst and Richard White, is responsible for, among other things, assisting the Board in monitoring (i) the integrity of our financial statements, (ii) the qualifications and independence of our independent auditors, (iii) the performance of our internal audit function and independent auditors, and (iv) the compliance by us with legal and regulatory requirements. Mr. Feller is the Chairman of the Audit Committee. The Board has determined that each of Messrs. Feller and White is an audit committee financial expert as such term is defined in the rules of the Securities and Exchange Commission. The Audit Committee met six times during the fiscal year ended January 31, 2014. A copy of the Audit Committee's charter is available in the "Investor Relations" section of our website at <http://www.g-iii.com>.

### **Compensation Committee**

The Compensation Committee discharges the responsibilities of the Board relating to compensation of G-III's directors and executive officers. The Committee has overall responsibility for approving and evaluating director and executive officer compensation plans, policies and programs of G-III, including establishing and monitoring the basic philosophy and policies governing the compensation of G-III's directors and officers. The Compensation Committee, composed of Laura Pomerantz, Allen Sirkin, Willem van Bokhorst and Richard White, is responsible for reviewing and discussing with management, and recommending to the Board the inclusion of, the Compensation Discussion and Analysis in our annual Proxy Statement. Mr. White is the Chairman of the Compensation Committee.

Specific duties and responsibilities of the Committee include, but are not limited to: (i) reviewing and approving the corporate goals and objectives relevant to the compensation of our executive officers and evaluating their performance in light of those corporate goals and objectives; (ii) recommending the compensation of our executive officers, giving consideration to the results of our most recent "say-on-pay" vote; (iii) reviewing and recommending adoption, amendment and termination of employment agreements and severance arrangements or plans for our executive officers; (iv) reviewing and recommending changes



to director compensation; (v) review and recommending adoption, amendment and termination of incentive compensation plans, equity-based plans and other compensation and benefit plans for directors or officers, giving consideration to the results of our most recent “say-on-pay” vote in considering plans for executive officers; (vi) administering G-III’s stock-based compensation, incentive and benefit plans, including our 2005 Amended and Restated Stock Incentive Plan (the “2005 Plan”); and (vii) administering, interpreting and carrying out our Stock Ownership Guidelines for directors and executive officers and Executive Incentive Compensation Recoupment Policy for executive officers.

The Compensation Committee also may form and delegate authority to any subcommittee comprised solely of its members who are independent so long as such formation and delegation are in compliance with applicable law and NASDAQ Stock Market rules.

The Compensation Committee met five times and acted by Unanimous Consent six times during the year ended January 31, 2014. A copy of the Compensation Committee’s charter is available in the “Investor Relations” section of our website at <http://www.g-iii.com>.

#### **Compensation Committee Interlocks and Insider Participation**

During the year ended January 31, 2014, Laura Pomerantz, Allen Sirkin, Willem van Bokhorst and Richard White served on our Compensation Committee. None of the members of the Compensation Committee (i) has ever been an officer or employee of ours or (ii) had any relationship requiring disclosure by us under Item 404 of Regulation S-K. None of our executive officers have served on the board or compensation committee (or other committee serving as equivalent function) of any other entity, where an executive officer of the other entity served on our Board of Directors or Compensation Committee.

#### **Nominating and Corporate Governance Committee and Nominations Process**

The Nominating and Corporate Governance Committee, composed of Thomas Brosig, Cheryl Vitali and Richard White, (a) assists the Board in its selection of individuals (i) as nominees for election to the Board at G-III’s next annual meeting of the stockholders or (ii) to fill any vacancies or newly created directorships on the Board and (b) developing and maintaining G-III’s corporate governance policies, and any related matters required by the federal securities laws. Mr. Brosig is the Chairman of the Nominating and Corporate Governance Committee. The Committee met three times and acted by Unanimous Consent once during the fiscal year ended January 31, 2014.

The Nominating and Corporate Governance Committee met to review the performance and the experience, qualifications, attributes and skills of the members of the Board and recommended to our Board the persons to be nominated for election as directors at the Annual Meeting. The Nominating and Corporate Governance Committee met with Jeanette Nostra, reviewed her qualifications, and subsequently recommended to the Board that she be elected as a director at a Board of Directors meeting held in September 2013. Ms.Nostra was recommended to the Nominating and Corporate Governance Committee by our Chief Executive Officer. A copy of the Nominating and Corporate Governance Committee’s charter is available in the “Investor Relations” section of our website at <http://www.g-iii.com>.

It is the policy of the Nominating and Corporate Governance Committee to consider candidates for Board membership suggested by Nominating and Corporate Governance Committee members and other Board members, management, our stockholders, third-party search firms and any other appropriate sources. As a stockholder, you may recommend any person for consideration as a nominee for director by writing to the Secretary of G-III, c/o G-III Apparel Group, Ltd., 512 Seventh Avenue, New York, New York 10018. Recommendations must be received by March 22, 2015 to be considered for the 2015 Annual Meeting of Stockholders. Recommendations must include the name and address of the stockholder making the recommendation, a representation setting forth the number of shares of our Common Stock beneficially owned by the recommending stockholder, a statement that the recommended nominee has expressed his or her intent to serve on the Board if elected, biographical information about the recommended nominee, any other information the stockholder believes would be helpful to the Nominating and Corporate Governance Committee in evaluating the individual recommended nominee and a description of all arrangements or understandings between the recommending stockholder and each nominee and any other person concerning the nomination.

In evaluating candidates, the Nominating and Corporate Governance Committee considers the following criteria: personal integrity, sound business judgment, business and professional skills and experience, independence (as that term is defined under the rules of the Securities and Exchange Commission and the NASDAQ Stock Market listing standards), the requirement to maintain a Board that is composed of a majority of independent directors, potential conflicts of interest, the extent to which a candidate would fill a present need, and concern for the long term interests of stockholders. In any particular situation, the Nominating and Corporate Governance Committee may focus on persons possessing a particular background, experience or qualifications which the Committee believes would be important to enhance the effectiveness of the Board.

The Nominating and Corporate Governance Committee does not have a formal policy with respect to considering diversity in identifying director nominees. The Board and the Nominating and Corporate Governance Committee believe it is important that the Board members represent diverse viewpoints and a variety of skills so that, as a group, the Board will possess the appropriate talent, skills and expertise to oversee our business. The evaluation process for stockholder recommendations is the same as for candidates recommended from any other source. The needs of the Board and the factors that the Nominating and Corporate Governance Committee consider in evaluating candidates are reassessed on an annual basis, when the committee's charter is reviewed.

### **Stockholder Communications**

The Board of Directors has provided a process for stockholders to send communications to the Board. Stockholders who wish to send communications to the Board of Directors, or any particular director, should address such communications to the Board or such director c/o G-III Apparel Group, Ltd., 512 Seventh Avenue, New York, New York 10018, Attn: Secretary. All such communications should include a representation from the submitting stockholder setting forth the stockholder's address and the number of shares of our Common Stock beneficially owned by the stockholder. The Board will give appropriate attention to written communications on issues that are submitted by stockholders and will respond as appropriate. Absent unusual circumstances, the Secretary of G-III will (i) be primarily responsible for monitoring communications from stockholders and (ii) provide copies or summaries of such communications to the Board, the Lead Independent Director (who serves as a non-management resource for stockholders seeking to communicate with our Board) or the director to whom such communication is addressed, as the Secretary considers appropriate. Each stockholder communication will be forwarded to all directors, the Lead Independent Director or the director to whom it is addressed, if it relates to a substantive matter and includes suggestions or comments that the Secretary considers to be important for the directors, or director, to know. In general, stockholder communications relating to corporate governance and long-term corporate strategy are more likely to be forwarded than stockholder communications relating to personal grievances and matters as to which we may receive repetitive or duplicative communications.

Additionally, G-III's by-laws set forth "advance notice" requirements for stockholders' meetings consistent with the purpose of establishing an orderly process for stockholders seeking to nominate directors or propose business at stockholder meetings. The advance notice provisions in the by-laws require stockholders to deliver notice to G-III of their intention to make director nominations or bring other business before the meeting not later than the close of business on the 90th day, nor earlier than the close of business on the 120th day, in advance of the anniversary of the previous year's annual meeting if the meeting is to be held on a day which is not more than 30 days in advance of the anniversary of the previous year's annual meeting or not later than 70 days after the anniversary of the previous year's annual meeting. The advance notice provisions of the by-laws prescribe information that the stockholder's notice must contain, both as to itself and its proposed director nominee, if the stockholder wishes to nominate a candidate for the annual meeting director election, prescribe information that the stockholder's notice must contain if the stockholder wishes to bring business other than a director nomination before the annual meeting, and set forth rules and procedures relating to special meetings of stockholders.

### **Risk Oversight**

The risk oversight function of our Board of Directors is carried out by both the Board and the Audit Committee. The Audit Committee meets periodically with management and our internal audit team to discuss our major financial and operating risks and the steps, guidelines and policies management and our

internal audit team have taken to monitor and control exposures to risk, including G-III's risk assessment and risk management policies. Matters of strategic risk are considered by the Board as a whole. In addition, our internal disclosure committee reviews with management the "risk factors" that appear in our Annual Report on Form 10-K prior to its filing with the SEC, as well as prior to the filing of our Quarterly Reports on Form 10-Q.

The Board encourages management to promote a corporate culture that incorporates risk management into our corporate strategy and day-to-day business operations. The Board continually works, with input from our executive officers, to assess and analyze the most likely areas of future risk for us and our business.

#### **Leadership Structure of the Board**

The Board of Directors believes that Morris Goldfarb's service in the dual roles of Chairman of the Board and Chief Executive Officer and President is in our best interest, as well as the best interest of our stockholders. Mr. Goldfarb is the director most familiar with our business and industry and possesses detailed and in-depth knowledge of the issues, opportunities and challenges facing us and our business. Thus, he is in the best position to develop agendas and plans that ensure that the Board's time and attention are focused on the most critical matters. We believe that Mr. Goldfarb is viewed by our customers, suppliers, business partners, investors and other stakeholders as providing strong leadership for our company in the marketplace and in our industry. This approach is commonly utilized by other public companies in the United States and we believe it has been effective for our company as well.

Although the Board believes that the combination of the Chairman of the Board and Chief Executive Officer roles is appropriate for us in the current circumstances, our Board does not have a specific policy as to whether or not these roles should be combined or separated.

In order to promote independent leadership on our Board and help ensure that the Board operates in a cohesive manner, the Board has established the position of Lead Independent Director and elected Richard White as the Lead Independent Director. The responsibilities of the Lead Independent Director include: (i) advising the Chairman of the Board on Board meeting agendas and materials sent to the Board; (ii) serving as a liaison between non-management directors and the Chairman of the Board; (iii) calling and presiding over executive sessions of the non-management directors; (iv) presiding over Board meetings in the absence of the Chairman of the Board; (v) serving as a non-management resource for stockholders and other external constituencies seeking to communicate with our Board; (vi) oversight of the Board's annual assessment of the performance of our Chairman, Chief Executive Officer and President; and (vii) oversight of the Board's annual self-assessment of its own performance, along with the Chairman of the Nominating and Corporate Governance Committee.

#### **Additional Corporate Governance Policies**

We also maintain the following corporate governance policies:

##### ***Code of Ethics and Whistleblower Policy***

All of our employees, officers and directors must adhere to our Code of Ethics. It codifies those standards that we believe are reasonably designed to deter wrong-doing and to promote, among other things, adherence to the following principles: (i) honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; full, fair, accurate, timely and understandable disclosure in reports and documents that we file with, or submit to, the Securities and Exchange Commission and in other public communications made by G-III; (ii) compliance with applicable governmental laws, rules and regulations; (iii) the prompt internal reporting of violations of the Code of Ethics; and (iv) accountability for adherence to the Code of Ethics. The Whistleblower Policy protects all of our employees, officers and directors if they raise concerns regarding G-III, such as concerns regarding incorrect financial reporting including questionable accounting, internal controls or auditing matters; unlawful activity; activities that are not in line with G-III policies, including the Code of Ethics; or activities which otherwise amount to serious improper conduct. A copy of the Code of Ethics and Whistleblower Policy is available in the "Investor Relations" section of our website at <http://www.g-iii.com>.

***Insider Trading, Hedging and Pledging Policy***

The Insider Trading, Hedging and Pledging Policy applies to all of our directors and officers, our employees and employees of our subsidiaries (“Company Personnel”), and prohibits trading or causing trading of our securities while the applicable person is in possession of material non-public information. The Insider Trading, Hedging and Pledging Policy prohibits directors, executive officers and other Company Personnel specified by us from time to time from trading in G-III securities during our established blackout periods, except (i) pursuant to Board-approved written trading plans adopted in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended, at least 30 days prior to any trade, (ii) stock option exercises for cash with no associated open market transaction and (iii) the surrender of shares to us or the retention and withholding of shares by us upon vesting of restricted stock in satisfaction of tax withholding obligations with no associated open market transaction. The Insider Trading, Hedging and Pledging Policy also prohibits Company Personnel from entering into hedging transactions with respect to our securities, pledging our securities as collateral for a loan or holding our securities in a margin account. The Board may, in limited circumstances, permit a share pledge by a director or executive officer after giving consideration to the number of shares to be pledged as a percentage of his or her total shares held and G-III’s total shares outstanding. No such exception was granted in fiscal 2014. A copy of the Insider Trading, Hedging and Pledging Policy is available in the “Investor Relations” section of our website at <http://www.g-iii.com>.

***Stock Ownership Guidelines***

The Stock Ownership Guidelines require that (i) our Chief Executive Officer retain G-III shares valued at six times his annual base salary; (ii) our Vice Chairman retain G-III shares valued at two times his annual base salary; (iii) our other executive officers and our directors who are also employed by us retain G-III shares valued at one time their respective annual base salaries and (iv) each of our non-employee directors retain G-III shares valued at five times his or her annual cash retainer. Until these share ownership levels are achieved, our executive officers and directors are required to retain 50% of any net, after-tax, shares received upon exercise or vesting of our equity grants. A copy of the Stock Ownership Guidelines is available in the “Investor Relations” section of our website at <http://www.g-iii.com>.

***Executive Compensation Recoupment Policy***

Pursuant to the Executive Compensation Recoupment Policy, or “Clawback Policy,” in the event that we are required to restate our financial statements for any financial year commencing with the fiscal year ended January 31, 2014, other than as a result of a change in generally accepted accounting principles or their interpretation, the Compensation Committee may, in its discretion, recoup incentive compensation paid to individuals who were executive officers within one year prior to the restatement. The incentive compensation subject to recoupment will consist of performance-based bonuses (including bonuses paid pursuant to employment agreements) and long-term incentive awards or equity grants, to the extent that such bonuses, awards or grants were predicated upon achievement of financial results that are subsequently restated. A copy of the Executive Compensation Recoupment Policy is available in the “Investor Relations” section of our website at <http://www.g-iii.com>.

## COMPENSATION DISCUSSION AND ANALYSIS

The following discussion describes how we use different elements of compensation to achieve the objectives of our executive compensation program and how we determined the amounts of each component of compensation paid to our named executive officers for the fiscal year ended January 31, 2014. (Reference to fiscal years in this Proxy Statement refers to the year ended January 31 of that year.) This information should be reviewed in conjunction with the data and associated narrative provided in the Summary Compensation Table, Grants of Plan-Based Awards Table and other tables that follow. For fiscal 2014, the following individuals served as our Named Executive Officers:

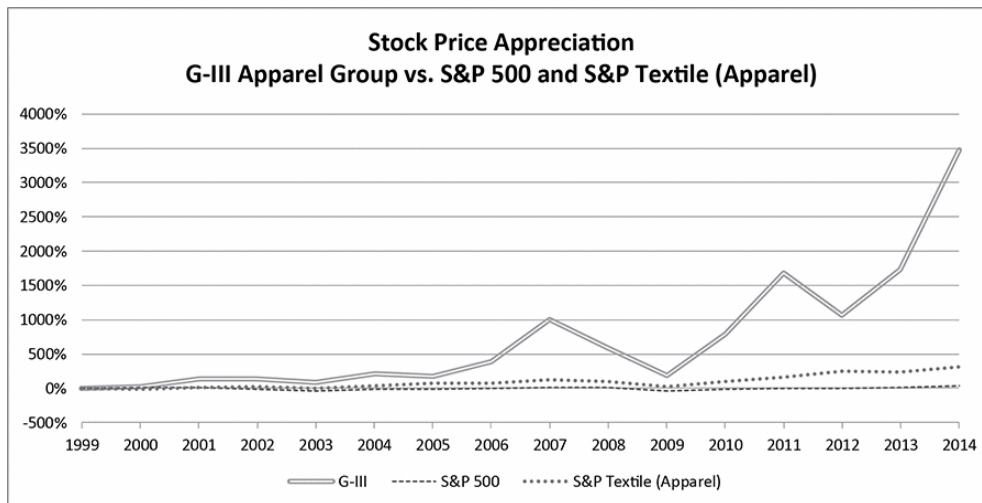
- Morris Goldfarb, Chairman of the Board and Chief Executive Officer; and President (from September 19, 2013);
- Neal S. Nackman, Chief Financial Officer and Treasurer;
- Sammy Aaron, Vice Chairman;
- Wayne S. Miller, Chief Operating Officer and Secretary; and
- Jeanette Nostra, President (through September 19, 2013); currently a senior advisor to G-III.

Throughout this Proxy Statement, when discussing our performance and performance metrics, we make reference to our pre-tax income. Unless otherwise defined, pre-tax income shall mean the net income of G-III and its subsidiaries, as reported in the consolidated financial statements of G-III audited by G-III's independent registered public accounting firm, plus the sum of (i) the income taxes set forth in such financial statements and (ii) the amount of bonuses payable to our Named Executive Officers, provided that pre-tax income shall be determined without regard to any extraordinary item, as such term is used in generally accepted accounting principles.

### Our Performance

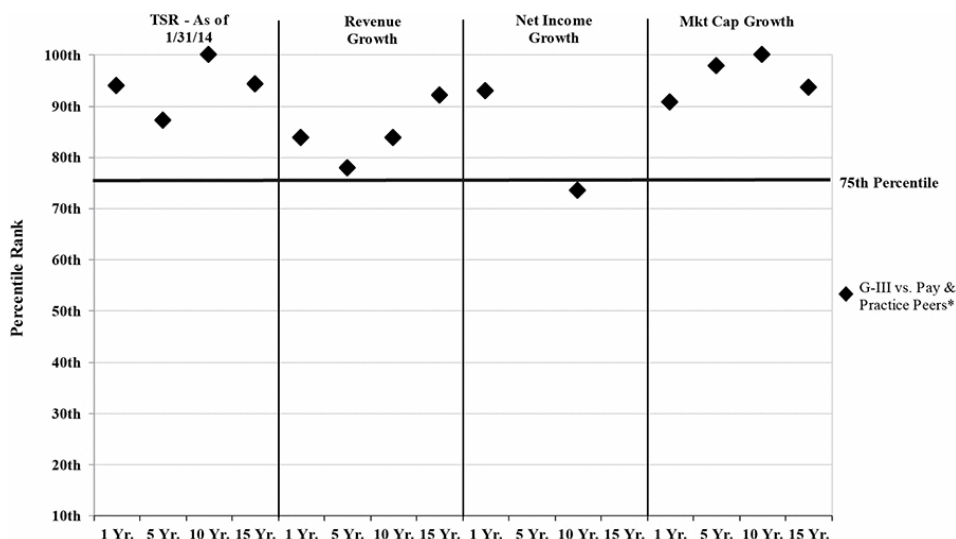
#### *Our Long-Term Performance*

We have delivered exceptional return to our stockholders over the past fifteen years. During this period from February 1, 1999 through January 31, 2014, our stock price has increased 3,473%, significantly out-performing the 39% increase in the S&P 500 and the 314% increase in the S&P Textile (Apparel) Index over the same period.



Over this same 15 year period, under the leadership of Morris Goldfarb, our Chairman, Chief Executive Officer and President, and a dedicated team of executive officers, G-III has delivered top quartile performance in total stockholder return and growth in revenues, net income, and market capitalization when compared to our competitors, demonstrating both our long-term orientation as well as our commitment to delivering top quartile results to stockholders, particularly with respect to total stockholder return.

**TSR & Select Growth Measures — 1, 5, 10 & 15 Years  
G-III vs. Pay & Practice Peers\***



\* Pay Peers include: Carter's Inc.; Columbia Sportswear Co.; Crocs, Inc.; Deckers Outdoor Corp.; Kate Spade & Co. (formerly Fifth & Pacific Companies, Inc.); Lululemon Athletica, Inc.; Oxford Industries, Inc.; Perry Ellis International, Inc.; Quiksilver, Inc.; Skechers USA, Inc.; Steven Madden, Ltd.; Under Armour, Inc.; and Wolverine World Wide, Inc. Practice Peers include: Guess?, Inc.; Jones Group, Inc. (The); PVH Corp.; Ralph Lauren Corp.; and VF Corp.

*Note: All financial numbers sourced from Bloomberg to ensure comparability with peers. In instances where historical data is not available, company is excluded from the comparison. In instances where a growth calculation is not valid, the data point has been omitted from the analysis for that period only.*

**Fiscal 2014 Business Highlights**

In fiscal 2014, we again delivered strong operating results. Business highlights included:

- We grew sales by 23% to \$1.72 billion, a record for us, with across-the-board strength in our business.
- We increased net income per diluted share to \$3.71, also a record for us, surpassing our plan and up 32% over last year.
- In November 2013, we acquired G.H. Bass & Co., a powerful heritage footwear, apparel, and accessories brand.
- We added license agreements for Tommy Hilfiger women's outerwear and Calvin Klein men's and women's swimwear.
- We launched Ivanka Trump apparel, a brand we believe has strong growth potential.
- We extended the terms of all of our Calvin Klein licenses through the end of 2023.

## **How Pay is Tied to Company Performance**

### ***Our Compensation Philosophy***

Our compensation program is designed to enhance stockholder value in the following ways:

- The majority of compensation paid to our executives is variable and aligned with the short- and long-term performance of G-III;
- Our annual incentive compensation structure is oriented towards bottom-line results, fosters an entrepreneurial environment and empowers management with the flexibility to quickly make decisions that are responsive to ever-changing market conditions, a hallmark of our business;
- Our long-term incentive program aligns the interests of executive officers with those of our stockholders through the use of performance shares which are earned only upon the achievement of two performance metrics, namely stock price appreciation and earnings after taxes or net income per share; and
- We offer a competitive compensation program that enables us to attract and retain the highly qualified managerial and executive talent necessary to achieve our objectives.

### ***How Our Business Impacts Our Compensation Program Design***

We operate in a highly volatile and competitive industry, and our compensation program is designed to support and reward the behaviors that result in the best returns for our stockholders.

- Our business is volatile and impacted by fashion trends and weather conditions that can be difficult to predict at the outset of a performance period.
    - We have a strong performance-oriented culture, designed to motivate executives to make strategic decisions and execute these objectives in a manner that drives performance.
    - Our annual incentive program is oriented towards bottom-line results, rather than interim performance metrics, so as to empower our executives with the flexibility to quickly make decisions which are responsive to ever-changing market conditions.
    - Our long-term incentive program is designed to pay out only upon the achievement of both earnings after taxes (or net income per share) and stock price hurdles, ensuring that our executives do not make short-term decisions that are detrimental to the long-term interests of our stockholders.
  - Strong relationships with our customers and suppliers are essential, since both can serve as competitors. The personal relationships maintained by our Chairman, Chief Executive Officer and President and our other executive officers are critical to the successful execution of our business.
    - We have an employment contract with our Chief Executive Officer and President which secures his services until January 31, 2017.
  - Preserving long-term relationships with customers can result in business decisions (such as accepting returns of unsold items) that may be detrimental to G-III in the short-term.
    - Our compensation program has a mix of short and long-term performance elements, and is focused on metrics such as pre-tax income, earnings after taxes (or net income per share) and stock price that allow our executives to balance short-term considerations with the long-term interests of our stockholders.
  - Our lack of significant pricing leverage due to labor and raw material constraints drive focus on execution to ensure profitability.
    - By focusing our short-term incentive program on pre-tax income, we empower our executives to make decisions over the course of the year which serve the best interests of our stockholders.
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- The competitive labor market in which we compete for executive talent is characterized by a significant number of private companies and many seasonal and short-term competitors, many of which provide compensation packages that are heavily skewed towards short-term, cash compensation.
- While we provide meaningful annual compensation opportunities that are paid in cash, we also recognize the importance of long-term incentive compensation, particularly with respect to the benefits it provides in terms of alignment with stockholder interests and employee retention, and provide meaningful performance-vested long-term incentive compensation opportunities to our employees.

#### **Our Compensation Program Is Reflective of Best Practices**

Our compensation program incorporates the following compensation governance practices that we believe are beneficial to our stockholders:

- ***We pay for performance.*** The majority of the total compensation opportunity for our executive officers is incentive-based and can be earned only upon the achievement of corporate and, for certain of our Named Executive Officers, individual performance objectives.
- ***We assess performance on a short- and long-term basis.*** Our incentive compensation is earned over several different and overlapping short- and long-term performance periods, ensuring that performance during any one period is not maximized at the expense of other performance periods.
- ***We utilize multiple long-term performance metrics.*** Beginning with awards made in fiscal 2013, performance shares are earned only upon the achievement of two performance metrics: (i) stock price appreciation and (ii) earnings after taxes (for fiscal 2013) or net income per share (for fiscal 2014).
- ***We have stock ownership guidelines for our executive officers and directors.*** Until these guidelines are achieved, executive officers and directors are required to hold 50% of net, after tax, shares received upon exercise or vesting of our equity grants. An exception may be granted, in certain limited instances, at the discretion of our Compensation Committee; no such exception was granted in fiscal 2014.
- ***We have a policy prohibiting our directors and all employees, including our executives, from hedging our shares.*** None of our executives has hedged any of our shares.
- ***We have a policy prohibiting our directors and all employees, including our executives, from pledging our shares.*** An exception may be granted, in certain limited instances, at the discretion of our Board of Directors; no such exception was granted in fiscal 2014.
- ***Our incentive compensation awards are subject to clawback.*** For any fiscal year commencing after fiscal 2013, the Compensation Committee may recoup incentive compensation paid to executive officers predicated at least in part upon the achievement of financial results which are subsequently restated.
- ***We do not provide tax gross-ups for any reason.***
- ***We do not provide aggressive change in control benefits.***
- ***Our compensation program mitigates undue risk.*** Our Compensation Committee incorporates considerations of risk into its deliberations of our executive compensation program. The Committee believes that G-III's compensation policies and practices do not create risks that are reasonably likely to have a material adverse effect on G-III.

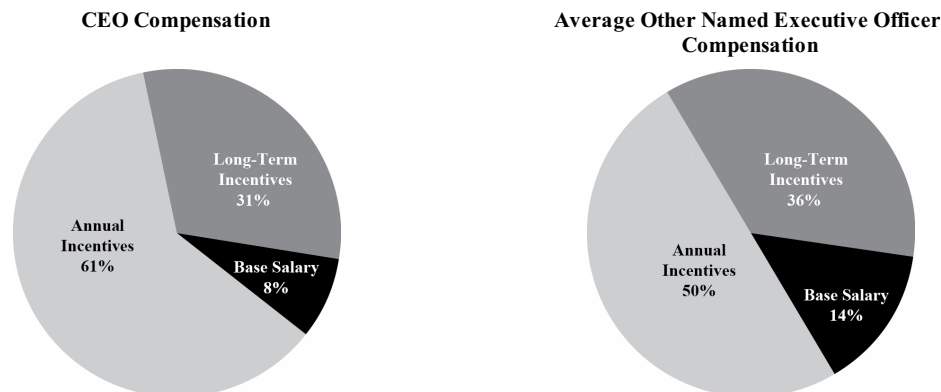
#### **What We Pay and Why — Elements of Our Compensation Program**

##### ***Our Pay Mix is Heavily Weighted Towards Incentive-Based Compensation***

Our compensation program is comprised of three elements: base salary, annual incentives and long-term incentives. We weight incentive compensation more heavily than fixed compensation to motivate our executives to achieve results that will enhance stockholder value over the long-term. We balance



short-term and long-term incentive pay so that our executives are rewarded for both operational and stock price performance, and to balance competitive pressures to deliver cash-based compensation with our belief that equity compensation is essential to align the interests of our executives with those of our stockholders and provides meaningful incentives for our executives to remain with G-III. The following charts illustrate the percentage of compensation for our Chief Executive Officer and our other Named Executive Officers with respect to fiscal 2014 represented by base salary, annual incentives and long-term incentives.



### ***Base Salary***

Base salaries provide a competitive rate of fixed pay and help us to attract and retain executives needed to manage our business for the benefit of our stockholders. The Compensation Committee determines base salaries following a consideration of the following factors:

- Breadth, scope and complexity of the role;
- Skills and experience required for the role;
- Tenure in position;
- Individual performance; and
- Competitive labor market for the position.

We make periodic adjustments to base salaries to reflect:

- Merit increases in instances where individual performance, responsibilities and experience warrant such an adjustment;
- Promotions or significant changes in the scope of the position; and
- Market adjustments to reflect the competitive labor market.

With the exceptions of adjustments to the salary of our Chairman, Chief Executive Officer and President, salary adjustments are usually considered at the suggestion of our Chairman, Chief Executive Officer and President, and are subject to the discretion of the Compensation Committee.

In fiscal 2014, the Compensation Committee did not adjust the base salaries of our Named Executive Officers.

### ***Annual Incentives***

Our annual incentive program is designed to reward annual performance, which we believe contributes to the long-term performance of G-III and the enhancement of stockholder value.

*Existing Annual Incentive Arrangements for Messrs. Goldfarb and Aaron*

Annual incentive arrangements for Messrs. Goldfarb and Aaron are governed by their respective employment contracts. These annual incentive awards are structured to recognize the unique roles held by Messrs. Goldfarb and Aaron in the overall management of our business and the design and execution of our corporate strategy. Additionally, these awards are intended to foster an entrepreneurial environment in which these individuals are incentivized and rewarded to maximize pre-tax income, which the Compensation Committee believes is an important driver of stock price appreciation. The Compensation Committee believes that incentivizing Messrs. Goldfarb and Aaron in the same manner encourages them to operate as a team and promotes a shared focus in the successful operation of our business.

In fiscal 2014, Messrs. Goldfarb and Aaron voluntarily agreed to modifications to their annual incentives as a demonstration of their commitment to compensation and corporate governance programs reflective of and responsive to the views of stockholders. If G-III's pre-tax income is \$10,000,000 or less, neither executive is entitled to an annual incentive. If G-III's pre-tax income exceeds \$10,000,000, Mr. Goldfarb is entitled to 6% of pre-tax income in excess of \$2,000,000 and Mr. Aaron is entitled to 4% of pre-tax income in excess of \$2,000,000. These awards are also subject to a cap. The Compensation Committee establishes a target annual incentive bonus based on the budgeted pre-tax net income for the year. The total annual incentive opportunity is then capped at two times the target bonus.

For fiscal 2014, based upon our pre-tax income as defined in the respective employment agreements, an annual incentive payment of \$7,735,677 was awarded to Mr. Goldfarb and \$5,049,417 was awarded to Mr. Aaron.

*Proposed Modifications to our Annual Incentive Arrangements for Messrs. Goldfarb and Aaron*

As discussed elsewhere in this proxy, G-III values the views of its stockholders. We proactively seek their views, consider their input, and where appropriate, we modify our programs. As a demonstration of their commitment to stockholder engagement, Messrs. Goldfarb and Aaron volunteered to modify their annual incentive arrangements for fiscal 2014, as discussed in greater detail above. As part of a continuing dialogue between the Company and the Compensation Committee, and as a demonstration of their commitment to responsible and responsive leadership, Messrs. Goldfarb and Aaron have volunteered to make further material modifications to their annual incentive arrangements. We note that neither executive is under any obligation to make these modifications, as their annual incentive arrangements are codified in their respective employment agreements which do not expire until January 2017 in the case of Mr. Goldfarb and January 2015 in the case of Mr. Aaron.

To ensure the most favorable tax treatment for G-III with respect to the incentive arrangements, we will be asking stockholders to approve amendments to the performance-based incentive provisions in the employment agreements with each of Morris Goldfarb and Sammy Aaron at the Annual Meeting. (See Proposals No. 2 and 3 in this Proxy Statement.) If the stockholders do not approve the proposed amendments to the performance-based incentive provisions, the existing incentive arrangements described above under "Existing Incentive Arrangements for Messrs. Goldfarb and Aaron" will remain in effect.

Both the Board and our stockholders have expressed overwhelming confidence in the long-term accomplishments of Messrs. Goldfarb and Aaron. Under their leadership, G-III has delivered exceptional returns to stockholders. But we also heard stockholders express reservations about their annual incentive compensation arrangements. Issues included:

- No upside cap on payouts under the program prior to the modifications made in fiscal 2014;
- No penalty for performance that falls short of expectations;
- Payout schedules based on business results that have not been adjusted to reflect the current size and scope of G-III's business; and
- Preference for a metric that incorporates dilution (such as earnings per share, or EPS).

The Compensation Committee believes that the modified annual incentive arrangements described below address the issues expressed by certain of our stockholders. However, because of existing contractual obligations, the extraordinary success of G-III under our current leadership and the long history of the

current employment arrangements, neither the Compensation Committee nor Mr. Goldfarb or Mr. Aaron began these negotiations with a blank slate. Instead, this program works within the construct of the historical program, and builds in elements designed to address specific concerns identified by stockholders.

*Revised Annual Incentive Arrangement for Mr. Goldfarb*

The annual incentive arrangement that is proposed beginning with respect to fiscal 2015 for Mr. Goldfarb includes the following features designed to address concerns raised by our stockholders:

- *Performance Targets.* Performance required to achieve the target payout amount will be established annually by the Compensation Committee based on the annual forecast communicated to the public. As proposed, the size of Mr. Goldfarb’s annual incentive would be determined based on a comparison of forecasted pre-tax income to the actual pre-tax income achieved.

We chose to use our forecast as the basis for the incentive arrangement because it is more transparent. The forecasted pre-tax income is approved by our Board and is part of the forecasted financial statements from which the forecast communicated to the public is derived. Our performance against this forecasted amount is also highly correlated to our stock price performance, providing another link between our performance and Mr. Goldfarb’s pay.

- *Performance Hurdle.* The proposed formula used to determine the size of the annual incentive also determines the threshold performance level required for a bonus payment. This approach ensures that the size of pre-tax income required to achieve a bonus varies in direct correlation to the size of the company, instead of fixing it at a set amount of pre-tax income as it does currently. Based on the proposed formula, we would need to achieve pre-tax income of at least \$47.2 million for fiscal 2015 for any annual incentive to be earned compared to \$10 million under the existing arrangement.
- *Payouts to Vary Based on Performance.* Under the previous annual incentive arrangement, Mr. Goldfarb was entitled to 6% of pre-tax income over \$2 million, assuming that pre-tax income exceeds \$10 million. This amount is referred to as the “Base Bonus Amount.” Under the modified arrangement, the Base Bonus Amount will be adjusted either up or down so that payouts vary depending upon how actual pre-tax income compares to our forecasted level of pre-tax income. If actual pre-tax income is within a range of +/-15% of forecasted pre-tax income, Mr. Goldfarb will continue to receive his Base Bonus Amount, consistent with what we would have received under the arrangement codified in his employment agreement.

However, in instances where actual performance falls above or below 15% of forecasted pre-tax income, Mr. Goldfarb’s Base Bonus Amount will be adjusted to reflect a reduction for performance significantly below the forecast, or an increase for exceptional performance. The size of the adjustment will depend upon the amount by which actual pre-tax income varies from the forecasted pre-tax income level. The adjustments will be symmetrical for both upside and downside variations in performance.

If actual pre-tax income for a fiscal year is less than the approved forecast, the annual incentive payment to Mr. Goldfarb will be determined by the Compensation Committee in accordance with the following table:

<u>Actual Pre-Tax Income is Less Than Approved Forecast by</u>	<u>Annual Incentive Amount</u>
15% or less	6% of actual pre-tax income in excess of \$2 million (the Base Bonus Amount)
15 – 30%	Base Bonus Amount <i>minus</i> 2% of the portion of actual pre-tax that is more than 15% and up to 30% lower than the approved forecast
More than 30%	The bonus amount determined pursuant to the preceding row, <i>minus</i> 4% of the portion of actual pre-tax income that is more than 30% lower than the approved forecast, but not less than zero

If actual pre-tax income for a fiscal year equals or exceeds the approved forecast, the annual incentive bonus payable to Mr. Goldfarb shall be determined by the Compensation Committee in accordance with the following table, subject to the payout cap described below:

<u>Actual Pre-Tax Income Exceeds Approved Forecast by</u>	<u>Annual Incentive Amount</u>
0 – 15%	6% of actual pre-tax income in excess of \$2 million (the Base Bonus Amount)
15 – 30%	Base Bonus Amount <i>plus</i> 2% of the portion of actual pre-tax income that is more than 15% and up to 30% in excess of the approved forecast
More than 30%	The annual incentive payable pursuant to the preceding row, <i>plus</i> 4% of the portion of actual pre-tax income that is more than 30% in excess of the approved forecast

- *Payouts May Be Adjusted to Reflect Dilutive Stock Issuances on an Ongoing Basis.* In the event of a dilutive stock issuance, excluding share changes caused by equity compensation awards approved by the Compensation Committee or structural changes that affect capitalization as a whole, such as a stock split, reverse stock split or stock dividend, the Compensation Committee may equitably adjust the percentages in the “Annual Incentive Amount” column downward, but not upward. This provision is intended to reflect stockholder concerns about the use of pre-tax income as the performance metric, rather than a metric such as net income per share.
- *Payout Cap.* The maximum annual incentive bonus will be capped at an amount equal to one and one-half times the targeted bonus based upon the budgeted level of pre-tax income contained in the approved forecast. This is a decrease from the cap of two times the targeted bonus contained in the existing incentive arrangement.

*Revised Annual Incentive Arrangement for Mr. Aaron*

The annual incentive arrangement that is proposed beginning with respect to fiscal 2015 for Mr. Aaron is the same as that proposed for Mr. Goldfarb above, except that the annual incentive payments will be calculated in accordance with the tables below.

If actual pre-tax income for a fiscal year is less than the approved forecast, the annual incentive payment to Mr. Aaron will be determined by the Compensation Committee in accordance with the following table:

<u>Actual Pre-Tax Income is Less Than Approved Forecast by</u>	<u>Annual Incentive Amount</u>
15% or less	4% of actual pre-tax income in excess of \$2 million (the Base Bonus Amount)
15 – 30%	Base Bonus Amount <i>minus</i> 1.33% of the portion of actual pre-tax that is more than 15% and up to 30% lower than the approved forecast
More than 30%	The bonus amount determined pursuant to the preceding row, <i>minus</i> 2.66% of the portion of actual pre-tax income that is more than 30% lower than the approved forecast, but not less than zero

If actual pre-tax income for a fiscal year equals or exceeds the approved forecast, the annual incentive bonus payable to Mr. Aaron shall be determined by the Compensation Committee in accordance with the following table, subject to the payout cap described above:

<u>Actual Pre-Tax Income Exceeds Approved Forecast by</u>	<u>Annual Incentive Amount</u>
0 – 15%	4% of actual pre-tax income in excess of \$2 million (the Base Bonus Amount)
15 – 30%	Base Bonus Amount <i>plus</i> 1.33% of the portion of actual pre-tax income that is more than 15% and up to 30% in excess of the approved forecast
More than 30%	The annual incentive payable pursuant to the preceding row, <i>plus</i> 2.66% of the the portion of actual pre-tax income that is more than 30% in excess of the approved forecast

*Arrangements for Our Other Named Executive Officers*

As a general matter, annual incentive arrangements for our other named executive officers reflect Compensation Committee consideration of the following:

- Recommendations of our Chairman, Chief Executive Officer and President;
- Individual performance as measured by contributions to, among other things, our financial performance, including sales growth, margin improvement and cost reduction, performance of divisions or departments for which the executive is responsible and managing major corporate transactions such as raising capital or the successful completion of an acquisition; and
- Excellent performance in unusual or difficult circumstances.

*Incentive Arrangement for Mr. Miller*

The annual incentive for Mr. Miller is based upon pre-tax income. To preserve beneficial tax treatment for G-III under Section 162(m) of the Internal Revenue Code of 1986, as amended, Mr. Miller was entitled to a maximum annual incentive of up to 2.5% of our pre-tax income, provided that our pre-tax income exceeded \$10,000,000. The Compensation Committee has the discretion to reduce the amount otherwise payable under this formula based on such factors as it deems appropriate, and has exercised this discretion in every year. In fiscal 2014, based on pre-tax income as defined, Mr. Miller was entitled to a maximum annual incentives of \$3,079,650. Subject to the maximum bonus permitted by the performance goals adopted with respect to Mr. Miller, the analysis by the Compensation Committee generally involved the use of qualitative/subjective individual performance goals. Following deliberations, the Compensation Committee determined to award an annual incentive of \$2,000,000 to Mr. Miller.

In determining the bonus to be awarded, the Compensation Committee also considered overall company performance and Mr. Miller's contribution to this performance, including the growth in revenues and net income, his role in the acquisition of G.H. Bass and the integration of Vilebrequin, his participation in formulating the strategic direction of G-III, the scope of his job responsibilities, his tenure with G-III, the performance of the divisions of G-III for which he was responsible, the relationship of his total compensation paid to the compensation paid to other G-III executives and the relationship of compensation paid to him in fiscal 2014 to compensation paid to him in prior years.

*Incentive Arrangement for Mr. Nackman*

In fiscal 2014, the Compensation Committee determined to award an annual incentive of \$550,000 to Mr. Nackman. In making the determination regarding the annual incentive award for Mr. Nackman, the Compensation Committee also considered Mr. Nackman's individual performance as measured by contributions to, among other things, management of our financial and accounting departments, our financial performance, including sales growth, margin improvement and cost reduction, his role in the acquisition of G.H. Bass, the relationship of total compensation paid Mr. Nackman to the compensation paid to other executives and the relationship of compensation paid to him in fiscal 2014 to compensation paid to him in prior years.

### *Incentive Arrangement for Ms. Nostra*

In fiscal 2014, the Compensation Committee determined to award an annual incentive of \$200,000 to Ms. Nostra. Ms. Nostra ceased to serve as one of our executive officers on September 19, 2013 and continues as an employee with G-III as a senior advisor. In making the determination regarding the annual incentive award for Ms. Nostra, the Compensation Committee also considered her reduced role at the company, the special projects she oversaw, her role in the expansion of our international business, including the business of Vilebrequin, and her long-term tenure with us.

### *Long-Term Incentives*

We make long-term incentive awards to our Named Executive Officers so as to:

- Align the interests of our executives with those of our stockholders;
- Incentivize and reward our executives to achieve long-term performance objectives, including enhanced stockholder value and the achievement of an earnings after taxes hurdle;
- Foster an entrepreneurial environment and instill an ownership culture;
- Recognize accomplishments in the prior fiscal year; and
- Provide meaningful incentives for the continued service of our executives.

### *Use of Performance-Vested Restricted Shares*

The Compensation Committee makes awards of performance-vested restricted shares because they:

- Align the interests of our executives with those of our stockholders;
- Provide value only upon the achievement of pre-defined performance hurdles, including stock price and earnings after taxes levels; and
- Minimize the dilutive impact to our stockholders.

### *Performance Metrics and Additional Vesting Requirements*

In fiscal 2014, the Compensation Committee determined that performance-vested restricted shares awarded in fiscal 2014 will be earned only upon the achievement of the following two performance metrics:

- **Stock price performance** — 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-year period commencing on October 5, 2013 is at least \$59.95 (which is 10% above the closing price of our Common Stock on the NASDAQ Global Select Market on the date of grant) or (ii) during the following three years after October 4, 2015 is at least \$62.675 (which is 15% above the closing price of our Common Stock on the NASDAQ Global Select Market on the date of grant); and
- **Net income per share** — (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 (i) is not satisfied, our Net Income Per Share for the fiscal year ending January 31, 2017 is at least 5% greater than the 2015/2016 Amount (the “2017 Amount”), or (iii) if the net income-based performance objective in clause (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.

In addition to the successful achievement of the performance metrics described above, the right to receive these shares is also subject to a time vesting condition pursuant to which shares become vested at an annual rate of 25% on each of October 5, 2015, 2016, 2017 and 2018, subject to the satisfaction of the two performance conditions. The time vesting condition provides an additional retention element to these awards.

#### *How We Determined Fiscal 2014 Awards*

The size of the long-term incentive award made to each executive is a factor of the Compensation Committee's (i) assessment of demonstrated company performance in the prior year, (ii) the recipient's contribution to our overall corporate performance in the prior year and (iii) the recipient's potential contribution to our future growth and financial results.

When compared to fiscal 2013 awards (which related to fiscal 2012 performance), the awards made in fiscal 2014 were generally lower in terms of number of shares granted but higher in value, reflecting the Committee's assessment of our strong performance in fiscal 2013, including the increase in net income per share and the fact that we exceeded our business plan for the year.

#### *Timing of Equity Awards*

We do not have any plan to select option grant dates or restricted stock or restricted stock unit award dates for our Named Executive Officers in coordination with the release of material non-public information. The Compensation Committee has adopted a general policy that equity grants to existing employees should be made annually during the first half of our fiscal year. It is anticipated that equity grants to new hires or upon a promotion will generally be made on the first business day of the month after the commencement of employment or effectiveness of the promotion. The exercise price of all stock options awarded to our Named Executive Officers has been made at the market price on the date of the award. The Compensation Committee retains the discretion not to make equity grants at the times provided in the policy if the members determine it is not appropriate to make a grant at such time. Additionally, the Compensation Committee retains the discretion to make grants, including an annual equity grant, at times other than as provided in the policy if the members determine circumstances warrant making a grant at such other times. For example, during each of fiscal 2013 and 2014, the granting of equity awards was delayed due to the review undertaken of our compensation programs.

#### ***Other Compensation Elements***

##### *Benefits*

Our executives are eligible to participate in Company benefit plans generally available to all of our employees, which include health, dental, life insurance, vision and disability plans. We also sponsor a voluntary 401(k) Employee Retirement Savings Plan for eligible employees. Employees must be at least 21 years of age and have one year with us to be eligible to participate in the plan. Fifty percent of the amount of employee contributions, including those of our Named Executive Officers, may be matched by us up to a maximum of six percent of eligible compensation.

##### *Perquisites*

Consistent with our philosophy of attracting and retaining key executives, we offer perquisites to our Named Executive Officers, which we believe are consistent in type and amount with those paid by our competitors. For additional information regarding perquisites paid to our executive officers, please see footnotes 1, 2, 3 and 4 to the "Summary Compensation Table" below.

We do not provide tax gross-ups on any benefits or perquisites provided to our Named Executive Officers.

#### **Other Compensation and Governance Programs, Policies and Considerations**

##### ***Stock Ownership Guidelines***

We have adopted stock ownership guidelines for our directors and our Named Executive Officers. These guidelines are intended to foster an alignment of the interests of our executive officers with those of our stockholders, promote an ownership culture and long-term perspective among our executives, and act as a form of risk mitigation.

Named Executive Officers and our directors who are also our employees must retain shares with a value denominated as a multiple of base salary as follows:

<b>Executive</b>	<b>Multiple of Base Salary</b>
Chief Executive Officer and President	6x
Vice Chairman	2x
All Other Named Executive Officers and Directors who are Employees	1x

Each non-employee director must retain shares valued at five times his or her annual cash retainer for service as a director of G-III. Until executive officers and directors achieve the required guideline, they are required to retain 50% of the net, after tax, shares received as the result of the satisfaction of time or performance vesting requirements. Shares owned outright and shares held in trust count towards satisfaction of these guidelines; unearned performance shares and unexercised options do not. The Compensation Committee may, in its sole discretion, and in limited instances, grant exceptions to these guidelines. No such exception was granted in fiscal 2014.

#### ***Clawback/Executive Incentive Compensation Recoupment Policy***

Beginning with financial years commencing with the fiscal year ended January 31, 2014, in the event that G-III is required to prepare an accounting restatement, the Compensation Committee may, in its sole discretion, recoup from the affected officers all or part of any annual performance-based bonus or long-term incentive awards that were predicated upon the achievement of financial results that were subsequently restated.

The Compensation Committee intends to modify this policy to ensure compliance with the Dodd-Frank Wall Street Reform and Consumer Protection Act, once regulations to be adopted under that Act are finalized.

#### ***Anti Hedging Policy***

Our directors, executives and other employees are prohibited from engaging in transactions designed to limit or eliminate economic risks from owning G-III's stock, such as transactions involving any form of margin arrangement, short sales and/or dealing in puts and calls of G-III's stock.

#### ***Anti Pledging Policy***

Our directors, executives and other employees are generally prohibited from pledging shares of our stock as collateral for any loan or margin account. None of our executives has pledged shares of our stock.

The Committee may, in its sole discretion and in limited instances, grant exemptions to this policy after giving consideration to the number of shares to be pledged as a percentage of the executive's total shares held and G-III's total shares outstanding.

#### **Employment Agreements**

We have employment agreements with Messrs. Goldfarb, Aaron and Miller.

#### ***Goldfarb Employment Agreement***

Mr. Goldfarb has an employment agreement with us that is effective through January 31, 2017. This agreement is automatically extended each year for an additional year absent a notice of non-extension to the other party prior to January 31 of each year. The agreement provides for an annual base salary of \$1,000,000 with increases at the discretion of the Board of Directors. Pursuant to this agreement, Mr. Goldfarb is not entitled to an annual incentive bonus unless Pre-Tax Income exceeds \$10,000,000, at which point he is entitled to 6 percent of our Pre-Tax Income in excess of \$2,000,000. Additionally, Mr. Goldfarb's annual incentive payouts are capped annually at an amount equal to two times the targeted bonus based upon the budgeted level of Pre-Tax Income as determined by the Compensation Committee no later than April 30 of each fiscal year. For information with respect to proposed amendments to the



annual incentive bonus provision, see “*Proposed Modifications to our Annual Incentive Arrangements for Messrs. Goldfarb and Aaron*” and Proposal No. 2 — Approval of Proposed Amendments to the Performance-Based Bonus Provision in the Employment Agreement with Morris Goldfarb.

Mr. Goldfarb is entitled to an annual contribution of \$100,000 per year to a supplemental pension trust for each year in which G-III’s Net After-Tax Income (as defined in his employment agreement) exceeds \$1,500,000. Mr. Goldfarb is also entitled to a \$5,000,000 life insurance policy which names his wife as beneficiary.

For additional information concerning Mr. Goldfarb’s post-termination and change in control benefits, see “Potential Payments Upon Termination or Change-in-Control — Severance and Change in Control Arrangements of Mr. Goldfarb” below.

#### *Aaron Employment Agreement*

Mr. Aaron has an employment agreement with us that is effective through January 31, 2015. The agreement provides for automatic one-year renewals unless either party gives written notice of non-extension to the other party at least six months prior to the expiration of the term. The agreement provides for an annual base salary of \$750,000. Mr. Aaron is not entitled to an annual incentive bonus unless our Pre-Tax Income exceeds \$10,000,000, at which point he is entitled to 4 percent of our Pre-Tax Income in excess of \$2,000,000. Additionally, Mr. Aaron’s annual incentive payouts are capped annually at an amount equal to two times the targeted bonus based upon the budgeted level of Pre-Tax Income as determined by the Compensation Committee no later than April 30 of each fiscal year. For information with respect to proposed amendments to the annual incentive bonus provision, see “*Proposed Modifications to our Annual Incentive Arrangements for Messrs. Goldfarb and Aaron*” and Proposal No. 3 — Approval of Proposed Amendments to the Performance-Based Bonus Provision in the Employment Agreement with Sammy Aaron.

For additional information concerning Mr. Aaron’s post-termination and change in control benefits, see “Potential Payments Upon Termination or Change-in-Control — Severance and Change in Control Arrangements of Mr. Aaron” below.

#### *Miller Employment Agreement*

Mr. Miller has an employment agreement with us that is effective through January 31, 2016. On August 1, 2014 and on each subsequent August 1 prior to the end of the then term, the term of the agreement will automatically be extended for an additional year unless either party gives written notice of non-extension to the other no more than 60 days prior to such August 1. The agreement provides that Mr. Miller will receive an annual salary of \$500,000, plus such bonus, if any, as shall be awarded by G-III’s Board of Directors or Compensation Committee, and will be entitled to participate in G-III’s benefit plans and arrangements for senior executive personnel.

For additional information concerning Mr. Miller’s post-termination and change in control benefits, see “Potential Payments Upon Termination or Change-in-Control — Severance and Change in Control Arrangements of Mr. Miller” below.

#### **Effect of Section 162(m) of the Code**

In general, under Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”), a publicly held corporation may not deduct as an expense for federal income tax purposes total compensation in excess of \$1 million paid in any taxable year to each of its chief executive officer and other Named Executive Officers (other than the Chief Financial Officer). Section 162(m) of the Code provides an exemption for certain “performance-based” compensation. Annual bonus amounts payable to Messrs. Goldfarb and Aaron pursuant to stockholder-approved formulae contained in their employment agreements, as well as compensation to our Named Executive Officers attributable to performance-based restricted stock units and stock options, are intended to qualify for the “performance-based compensation” exemption. Our 2005 Plan also allows us to award annual and other cash incentive compensation to our other Named Executive Officers in a manner that will also qualify them for the “performance-based compensation” exemption.

The Compensation Committee is mindful of the limit on deductibility of certain non-performance-based compensation under Section 162(m) of the Code; however, the Committee is not constrained from authorizing the payment of compensation that is subject to the deduction limit and may do so, as and when it deems appropriate, and in our best interest, under the circumstances. Although the Compensation Committee considers the net cost to G-III in making all compensation decisions (including the potential limitation on deductibility of executive compensation), there is no assurance that we will be allowed to deduct all of the compensation paid to our executives.

## **How We Make Compensation Decisions**

### ***The Role of the Compensation Committee***

Our Compensation Committee is responsible for determining the compensation of our executive officers and for evaluating and establishing the overall structure and design of our compensation program.

The Compensation Committee consults with our Chairman, Chief Executive Officer and President in connection with making its determinations regarding compensation of our other Named Executive Officers, and relies to a large extent on his evaluation of each executive officer's performance and his recommendations regarding the amount and mix of the total compensation paid to these executives.

### ***The Role of Management***

Other than our Chairman, Chief Executive Officer and President, no other member of G-III's management team is involved in determining compensation levels or policies at G-III with respect to our Named Executive Officers. Our Chairman, Chief Executive Officer and President is not involved in the determination of his own pay.

### ***The Role of the Compensation Committee's Independent Compensation Consultant***

Steven Hall & Partners, a nationally recognized executive compensation consultancy, serves as the Compensation Committee's independent advisor with respect to executive compensation and corporate governance matters. In carrying out these responsibilities, Steven Hall & Partners provides the Compensation Committee with insight and analysis of compensation programs and incentives used by G-III's peers and other public companies, trends in executive compensation and corporate governance, and the evolving policies and procedures of proxy advisory services firms. Steven Hall & Partners also assists the Compensation Committee in its stockholder engagement efforts.

The Compensation Committee retains sole responsibility for engaging any compensation advisor and meets with its advisor, as needed, in the Compensation Committee's sole discretion. Steven Hall & Partners has never performed any services other than executive and director compensation and related corporate governance consulting for G-III, and performed its services only on behalf of and at the direction of the Compensation Committee.

The Compensation Committee believes that no conflict of interest was raised as a result of the work performed by Steven Hall & Partners during the year ended January 31, 2014. In reaching this conclusion, the Compensation Committee considered the factors set forth in Exchange Act Rule 10C-1(b)(4). Specifically, the Compensation Committee has analyzed whether the work of Steven Hall & Partners as a compensation consultant has raised any conflict of interest, taking into consideration the following factors: (i) the provision of other services to G-III by Steven Hall & Partners; (ii) the amount of fees from G-III paid to Steven Hall & Partners as a percentage of Steven Hall & Partners' total revenue; (iii) the policies and procedures of Steven Hall & Partners that are designed to prevent conflicts of interest; (iv) any business or personal relationship of Steven Hall & Partners or the individual compensation advisors employed by Steven Hall & Partners with a member of the Compensation Committee; (v) any G-III stock owned by Steven Hall & Partners or the individual compensation advisors employed by Steven Hall & Partners; and (vi) any business or personal relationship of Steven Hall & Partners or the individual compensation advisors employed by Steven Hall & Partners with a G-III executive officer. Additionally, compensation payments made to Steven Hall & Partners and any affiliates for the year ended January 31, 2014 were less than \$120,000 and Steven Hall & Partners or its affiliates did not provide additional services to G-III in excess of \$120,000 during the year ended January 31, 2014.

***The Role of Stockholder “Say-on-Pay” Votes***

G-III values the opinions of its stockholders and has spent considerable time soliciting additional information regarding their views. We incorporate consideration of these views into our decisions regarding the design of our compensation and governance programs and have made numerous changes over the past several years to address specific concerns raised by stockholders. G-III was pleased that it received a positive “say on pay” vote at last year’s Annual Meeting and believes that the improvements made to its executive compensation programs in fiscal 2014 will once again result in a positive “say on pay” vote at this Annual Meeting.

***The Role of Competitive Marketplace Practice***

The Compensation Committee periodically reviews the compensation design features and chief executive officer pay levels of companies that are similar to us to ensure that our programs are fair and reasonable. While the Compensation Committee reviews this information, this process serves as one reference point among others. In making determinations regarding our compensation and related governance programs and pay levels, the Compensation Committee also considers our short- and long-term strategic objectives, individual performance, scope of responsibilities, retention concerns, and previously negotiated contractual obligations.

As part of our periodic review of the G-III compensation program, Steven Hall & Partners provided an analysis of compensation design features and chief executive officer pay levels based upon market data from public filings of companies that were similar to us. These companies were selected based on the following parameters:

- Appropriately sized companies (revenues ranged from approximately 0.5 to 2 times those of G-III);
- Industries similar to G-III, specifically apparel and retail companies; and
- Companies from the comparator groups used by stockholder advisory groups, excluding those which were clearly inappropriate based on industry classification.

The companies in the most recent pay level peer group included:

Carter’s, Inc. Columbia Sportswear Co.	Lululemon Athletica, Inc. Maidenform Brands, Inc. (subsequently acquired by Hanesbrands Inc.)	Skechers USA, Inc. Steven Madden, Ltd.
Crocs, Inc. Deckers Outdoor Corp.	Oxford Industries, Inc. Perry Ellis International, Inc.	Under Armour, Inc. Warnaco Group, Inc. (The (subsequently acquired by PVH Corp.) Wolverine World Wide, Inc.
Kate Spade & Co. (formerly Fifth & Pacific Companies, Inc.)	Quiksilver, Inc.	

In addition to the companies, Steven Hall & Partners identified five additional companies which were too large to serve as pay comparators, but which were nonetheless viewed as possible sources for competitive intelligence regarding pay design and practices. The additional companies in the most recent practice peer group included:

Guess?, Inc. Ralph Lauren Corp.	Jones Group, Inc. (The VF Corp.	PVH Corp.
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The Compensation Committee expects that it will review competitive marketplace practice from time to time in the future. At that time, it expects that the comparator group will be reviewed to ensure continued appropriateness of these companies in light of changes in revenue size and business mix (for G-III and the respective comparator companies), as well as merger and acquisition activity. Additionally, other companies meeting the selection parameters may be included in the group if deemed appropriate by the Committee.

***The Consideration of Risk***

The Compensation Committee incorporates considerations of risk into its deliberations regarding pay levels and practices, and believes that G-III's compensation policies and practices do not create risks that are reasonably likely to have a material adverse effect on G-III.

**Compensation Committee Report**

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management, and based upon such review and discussions, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement.

*Compensation Committee*

Richard White, Chairman  
Laura Pomerantz Allen Sirkin  
Willem van Bokhorst

**SUMMARY COMPENSATION TABLE**

The following table sets forth information concerning the total compensation paid to or earned by our Chief Executive Officer, Chief Financial Officer and each of the three other most highly compensated executive officers (including Ms. Nostra, who served as President through September 19, 2013) (collectively, “Named Executive Officers”, individually, a “Named Executive Officer”), based on total compensation (excluding changes in pension value and nonqualified deferred compensation earnings) for the last three completed fiscal years ended January 31 in each year for services in all capacities to us and our subsidiaries.

Name and Principal Position	Fiscal Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation (\$)	All Other Compensation (\$) <sup>(1)</sup>	Total (\$)
Morris Goldfarb	2014	1,000,000	7,735,277	4,023,240	—	—	(2)	299,910	13,058,427
Chairman of the Board, Chief Executive Officer and President	2013	1,000,000	5,744,992	3,479,000	—	—	240,766 <sup>(3)</sup>	299,768	10,764,526
	2012	1,000,000	4,930,213	4,606,500	—	—	28,699 <sup>(4)</sup>	300,684	10,866,096
Neal S. Nackman	2014	375,000	550,000	412,600	—	—	—	11,370	1,348,970
Chief Financial Officer and Treasurer	2013	354,000	425,000	347,900	—	—	—	11,220	1,138,120
	2012	325,000	350,000	307,100	—	—	—	14,790	996,890
Sammy Aaron	2014	750,000	5,049,417	3,094,800	—	—	—	33,459	8,927,676
Vice Chairman	2013	750,000	3,750,203	2,296,140	—	—	—	31,375	6,827,718
	2012	750,000	3,218,333	3,071,000	—	—	—	29,994	7,069,327
Wayne S. Miller	2014	500,000	2,000,000	2,063,200	—	—	—	78,486	4,641,686
Chief Operating Officer and Secretary	2013	500,000	1,500,000	1,739,500	—	—	—	75,248	3,814,748
	2012	500,000	1,200,000	1,966,150	—	—	—	68,979	3,735,129
Jeanette Nostra	2014	416,666	200,000	—	—	—	—	13,434	630,100
President <sup>(5)</sup>	2013	500,000	150,000	173,950	—	—	—	19,255	843,205
	2012	500,000	300,000	214,970	—	—	—	28,806	1,043,776

(1) All Other Compensation includes the following:

Name	Fiscal Year	Life Insurance Premiums <sup>(a)</sup>	Supplemental Long-Term Disability Coverage Insurance Premiums <sup>(b)</sup>	Matching Contribution to 401(k) Plan <sup>(c)</sup>	Perquisites	Total
Morris Goldfarb	2014	138,900	17,353	7,650	136,007 <sup>(d)</sup>	299,910
	2013	138,900	17,353	7,500	136,015 <sup>(e)</sup>	299,768
	2012	138,890	18,333	7,350	136,111 <sup>(f)</sup>	300,684
Neal S. Nackman	2014	3,720	—	7,650	—	11,370
	2013	3,720	—	7,500	—	11,220
	2012	7,440	—	7,350	—	14,790
Sammy Aaron	2014	7,382	—	7,650	18,427 <sup>(g)</sup>	33,459
	2013	7,382	—	7,500	16,493 <sup>(g)</sup>	31,375
	2012	7,382	—	7,350	15,262 <sup>(g)</sup>	29,994
Wayne S. Miller	2014	47,617	15,129	7,650	8,091 <sup>(h)</sup>	78,486
	2013	47,029	15,129	7,500	5,590 <sup>(h)</sup>	75,248
	2012	40,700	15,129	7,350	5,800 <sup>(h)</sup>	68,979
Jeanette Nostra	2014	1,800	—	7,650	3,984 <sup>(i)</sup>	13,434
	2013	3,430	—	7,500	8,325 <sup>(i)</sup>	19,255
	2012	—	13,131	7,350	8,325 <sup>(i)</sup>	28,806

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- (a) The full amount of all premiums paid by G-III for life insurance coverage.
  - (b) The full amount of all premiums paid for supplemental long term disability coverage.
  - (c) The full amount of our matching contributions under our 401(k) Plan (which are equal to 50% of the participant's contribution up to 6% of salary, subject to limitations under the IRS regulations).
  - (d) Includes our contribution of \$100,000 to Mr. Goldfarb's supplemental executive retirement plan account, \$20,000 for tax services paid by us for Mr. Goldfarb and \$16,007 for the reimbursement of Mr. Goldfarb's parking expenses.
  - (e) Includes our contribution of \$100,000 to Mr. Goldfarb's supplemental executive retirement plan account, \$20,000 for tax services paid by us for Mr. Goldfarb and \$16,015 for the reimbursement of Mr. Goldfarb's parking expenses.
  - (f) Includes our contribution of \$100,000 to Mr. Goldfarb's supplemental executive retirement plan account, \$20,000 for tax services paid by us for Mr. Goldfarb and \$16,111 for the reimbursement of Mr. Goldfarb's parking expenses.
  - (g) The full amount paid by us on Mr. Aaron's behalf for personal use of his automobile and parking.
  - (h) The full amount paid by us for the reimbursement of Mr. Miller's parking expenses.
  - (i) The full amount paid by us on Ms. Nostra's behalf for personal use of her automobile and parking.
- (2) There were \$2,944 of interest and dividend earnings on the investments in Mr. Goldfarb's supplemental executive retirement plan account and a loss of \$127,875 in the market value of the investments in the supplemental executive retirement plan account, representing a net loss of \$124,931.
  - (3) Includes \$49,292 of interest and dividend earnings on the investments in Mr. Goldfarb's supplemental executive retirement plan account and a gain of \$191,474 in the market value of the investments in the supplemental executive retirement plan account.
  - (4) Includes \$7,033 of interest and dividend earnings on the investments in Mr. Goldfarb's supplemental executive retirement plan account and a net gain of \$21,666 in the market value of the investments in the supplemental executive retirement plan account.
  - (5) Ms. Nostra served as President through September 19, 2013.

#### **Narrative Discussion of Summary Compensation Table Information**

For a narrative description of the material terms of each of Mr. Goldfarb's, Mr. Aaron's and Mr. Miller's employment agreement, see "Compensation Discussion and Analysis — Employment Agreements" above, and for a narrative description of the material terms of the grants of planned base awards to our named executive officers, see "Grants of Plan Based Awards — Fiscal 2014 Equity Awards." The following is a narrative explanation of the amount of base salary and bonus each for each of our named executive officer's in proportion to each named executive officer's respective total compensation.

Mr. Goldfarb's base salary constituted 9.2%, 9.3% and 7.7% of his total compensation in fiscal 2012, fiscal 2013 and fiscal 2014, respectively. His cash bonus constituted 45.4%, 53.4% and 59.8% of his total compensation in fiscal 2012, fiscal 2013 and fiscal 2014, respectively.

Mr. Nackman's base salary constituted 32.6%, 31.1% and 27.8% of his total compensation in fiscal 2012, fiscal 2013 and fiscal 2014, respectively. His cash bonus constituted approximately 35.1%, 37.3% and 40.8% of his total compensation in fiscal 2012, fiscal 2013 and fiscal 2014, respectively.

Mr. Aaron's base salary constituted approximately 10.6%, 11.0% and 8.4% of his total compensation in fiscal 2012, fiscal 2013 and fiscal 2014, respectively. His cash bonus constituted approximately 45.5%, 54.9% and 56.6% of his total compensation in fiscal 2012, fiscal 2013 and fiscal 2014, respectively.

Mr. Miller's base salary constituted approximately 13.3%, 13.1% and 10.8% of his total compensation in fiscal 2012, fiscal 2013 and fiscal 2014, respectively, and his cash bonus constituted 31.9%, 39.3% and 43.1% of his total compensation in fiscal 2012, fiscal 2013 and fiscal 2014, respectively.

Ms. Nostra's base salary constituted approximately 47.9%, 59.3%, and 70.1% of her total compensation in fiscal 2012, fiscal 2013 and fiscal 2014, respectively, and her cash bonus constituted 40.5%, 17.8% and 28.0% of her total compensation in fiscal 2012, fiscal 2013 and fiscal 2014, respectively.

### GRANTS OF PLAN-BASED AWARDS

In October 2013, we granted restricted performance stock units to each of our Named Executive Officers. The following table summarizes the grant of restricted stock units made to each of the Named Executive Officers in the fiscal year ended January 31, 2014.

Name	Grant Date	All Other Stock Awards; Number of Shares of Stock or Units <sup>(1)</sup>	Grant Date Fair Value of Stock Awards (\$) <sup>(2)</sup>
Morris Goldfarb	October 4, 2013	78,000	4,023,240
Sammy Aaron	October 4, 2013	60,000	3,094,800
Wayne Miller	October 4, 2013	40,000	2,063,200
Neal Nackman	October 4, 2013	8,000	412,640
Jeanette Nostra	—	—	—

- (1) The amounts reflect the number of restricted performance stock units awarded to the Named Executive Officers in fiscal 2014 with respect to performance in fiscal 2013. These awards are subject to performance- and time-based vesting conditions, as described more completely in the section see “Compensation Discussion and Analysis — Long-Term Incentives” above. As of the end of fiscal 2014, one of the two performance conditions was satisfied when the average closing price of our Common Stock was at least \$59.95 over a twenty consecutive trading day period. The awards remain subject to the second performance condition based on Net Income Per Share and additional time-based vesting conditions.
- (2) The amounts reflect the full grant date value of restricted performance stock units under ACS 718 awarded to the Named Executive Officers in fiscal 2014. For a discussion of valuation assumptions, see Note H to our consolidated financial statements included in our Annual Report on Form 10-K for the year ended January 31, 2014.



## OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

The following table summarizes the outstanding stock awards held by each Named Executive Officer at January 31, 2014. There were no stock option awards outstanding at that date.

Name	Stock Awards	
	Number of Shares of Units of Stock that Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$) <sup>(1)</sup>
Morris Goldfarb	78,000 <sup>(2)</sup>	5,457,660
	100,000 <sup>(3)</sup>	6,997,000
	112,500 <sup>(4)</sup>	7,871,625
	45,000 <sup>(5)</sup>	3,148,650
Neal S. Nackman	8,000 <sup>(2)</sup>	559,760
	10,000 <sup>(3)</sup>	699,700
	7,500 <sup>(4)</sup>	524,775
	2,500 <sup>(5)</sup>	174,925
Sammy Aaron	60,000 <sup>(2)</sup>	4,198,200
	66,000 <sup>(3)</sup>	4,618,020
	75,000 <sup>(4)</sup>	5,247,750
	30,000 <sup>(5)</sup>	2,099,100
Wayne S. Miller	40,000 <sup>(2)</sup>	2,798,900
	50,000 <sup>(3)</sup>	3,498,500
	48,750 <sup>(4)</sup>	3,411,038
	12,500 <sup>(5)</sup>	874,625
Jeanette Nostra	—	—
	5,000 <sup>(3)</sup>	349,850
	5,250 <sup>(4)</sup>	367,393
	5,000 <sup>(5)</sup>	349,850

- (1) Market value of unvested restricted stock units assumes a price of \$69.97 per share of our Common Stock as of January 31, 2014.
- (2) Reflects unvested restricted performance stock units issued to the Named Executive Officers in fiscal 2014 under the 2005 Plan. Subject to satisfaction of the performance condition that has not as yet been satisfied, each Named Executive Officer's right to receive these shares of Common Stock will become vested in accordance with the following schedule: 25% on October 5, 2015, 25% on October 5, 2016, 25% on October 5, 2017 and 25% on October 5, 2018.
- (3) Reflects unvested restricted performance stock units issued to the Named Executive Officers in fiscal 2013 under the 2005 Plan. As the performance conditions have been satisfied, each Named Executive Officer's right to receive these shares of Common Stock will become vested in accordance with the following schedule: 25% on October 5, 2014, 25% on October 5, 2015, 25% on October 5, 2016 and 25% on October 5, 2017.
- (4) Reflects unvested restricted performance stock units issued to the Named Executive Officers in fiscal 2012 under the 2005 Plan. As the performance condition has been satisfied, each Named Executive Officer's right to receive these shares of Common Stock will become vested in equal portions on June 29, 2014, June 29, 2015 and June 29, 2016.
- (5) Reflects unvested restricted performance stock units issued to the Named Executive Officers in fiscal 2011 under the 2005 Plan. As the performance condition has been satisfied, each Named Executive Officer's right to receive these shares of Common Stock became vested on March 17, 2014.

### OPTION EXERCISES AND STOCK VESTED

The following table sets forth information as to all option exercises and shares vested for the Named Executive Officers for the fiscal year ended January 31, 2014.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$) <sup>(1)</sup>	Number of Shares Acquired on Vesting (#) <sup>(2)</sup>	Value Realized on Vesting (\$) <sup>(3)</sup>
Morris Goldfarb	—	—	75,000	3,222,375
Neal S. Nackman	16,700	594,926	7,500	309,363
Sammy Aaron	—	—	50,000	2,148,250
Wayne S. Miller	—	—	30,000	1,303,513
Jeanette Nostra	—	—	9,250	366,903

- (1) Reflects the aggregate market value of the Common Stock on date of exercise less the aggregate exercise price paid.
- (2) Reflects vested restricted performance stock units issued. These units vested on March 17, 2013, April 15, 2013 and June 29, 2013.
- (3) Reflects the aggregate value of the shares issued at a market price of \$37.32 on March 17, 2013, \$37.77 on April 15, 2013 and \$48.42 on June 29, 2013.

### NONQUALIFIED DEFERRED COMPENSATION

The table below sets forth information on deferred compensation plans of the Named Executive Officers that are not tax-qualified for the fiscal year ended January 31, 2014.

Name	Executive Contributions in Fiscal 2013 (\$)	Registrant Contributions in Fiscal 2013 (\$)	Aggregate Earnings (Loss) in Fiscal 2014 (\$)	Aggregate Withdrawals/ Distributions (\$)	Aggregate Balance at January 31, 2014 (\$)
Morris Goldfarb		100,000 <sup>(1)</sup>	(124,931) <sup>(2)</sup>		1,261,101 <sup>(3)</sup>

- (1) Pursuant to Morris Goldfarb's employment agreement, we have contributed \$100,000 to a supplemental pension trust for Mr. Goldfarb's benefit for fiscal 2014. Amount has been reported as "All Other Compensation" in the Summary Compensation Table.
- (2) Amount has been reported in footnote (2) to "Change in Pension Value and Nonqualified Deferred Compensation Earning" in the Summary Compensation table.
- (3) Reflects the aggregate amount of contributions by G-III for the named executive officer during his career with G-III plus the investment earnings thereon. Amounts deferred each year by the named executive officer have been reported in the Summary Compensation Table in G-III's Proxy Statement in the year earned.

## POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE-IN-CONTROL

We have entered into employment agreements with each of Mr. Goldfarb, Mr. Aaron and Mr. Miller, and executive transition agreements with each of Mr. Nackman and Mr. Miller, which require us to make payments and provide benefits to them in the event of a termination of employment or a change in control.

### Severance and Change in Control Arrangements of Mr. Goldfarb

In the event we terminate Mr. Goldfarb's employment for cause (as defined in his employment agreement) or Mr. Goldfarb voluntarily resigns without cause (as defined in his employment agreement), Mr. Goldfarb will not be entitled to any severance or other compensation of any kind following the effective date of such termination, other than such portion of base salary and other compensation accrued through the date of the termination.

In the event we terminate Mr. Goldfarb's employment without cause, or Mr. Goldfarb terminates his employment for cause, Mr. Goldfarb will continue to receive his annual salary, annual bonus and other benefits for the term of the employment agreement. If such termination is effectuated after the occurrence of a "Change in Control" (as defined in the employment agreement), then, in lieu of the payments described in the preceding sentence, Mr. Goldfarb will be entitled to receive an amount equal to 2.99 times his annual base salary and bonus in a lump sum in cash within 30 days after such termination date, plus certain employment-related benefits for a period of three years from the date of his termination. Mr. Goldfarb is not entitled to a gross-up in the event of a Change in Control. If Mr. Goldfarb's employment is terminated due to his death, Mr. Goldfarb's estate will be entitled to receive the base salary for a period of six months from the last day of the month of his death and will be eligible to receive bonus compensation pro-rated according to the number of days of employment in such fiscal year.

### Severance and Change in Control Arrangements of Mr. Aaron

If we terminate Mr. Aaron's employment for justifiable cause (as defined in his employment agreement) or Mr. Aaron voluntarily resigns without good reason (as defined in his employment agreement), Mr. Aaron will not be entitled to any severance or other compensation of any kind following the effective date of such termination, other than such portion of base salary and other compensation accrued through the date of the termination.

In the event Mr. Aaron's employment is terminated without justifiable cause or by Mr. Aaron for good reason, Mr. Aaron will continue to receive his annual salary and other benefits for the term of the employment. However, if a "Change in Control" (as defined in the employment agreement) occurs and Mr. Aaron is terminated without justifiable cause or resigns for good reason within three months of the event giving rise to such good reason, he will be entitled to continuation of specified benefits and periodic severance payments totaling 2.0 times the sum of (a) his highest annual salary in effect during the one-year period before his termination of employment and (b) the average annual cash bonus earned during our two fiscal years before the fiscal year of his termination of employment. Our obligation to pay such compensation will be conditional upon Mr. Aaron executing a general release. Mr. Aaron is not entitled to a gross-up in the event of a Change in Control. If Mr. Aaron's employment agreement is terminated due to his disability or death, Mr. Aaron will be entitled to receive such portion of his annual salary, accrued leave and reimbursement of expenses as has been accrued through the date on which his employment is terminated or through the date of his death.

Mr. Aaron has agreed that until one year following the termination of his employment (or, if a Change in Control occurs and Mr. Aaron is terminated without justifiable cause or resigns for good reason within three months of the event giving rise to such good reason, until the date that is six months after his termination date) he will not carry on, take part in, or render services to, any person engaged in the manufacture, distribution, sale or promotion of men's and women's outerwear or women's suits and will not cause any customers with whom we have a business relationship to cancel or terminate such business relationship or solicit or hire from any of our employees. In addition, Mr. Aaron has agreed that at any time following expiration or termination of his employment, he will not disclose to any person any confidential information (as defined in the employment agreement) acquired during the course of his employment relating to G-III or any client of G-III.

**Severance and Change in Control Arrangements of Mr. Miller**

If we terminate Mr. Miller's employment for justifiable cause (as defined in his employment agreement) or Mr. Miller voluntarily resigns without good reason (as defined in his employment agreement), Mr. Miller will not be entitled to any severance or other compensation of any kind following the effective date of such termination, other than such portion of base salary and other compensation accrued through the date of the termination.

In the event Mr. Miller's employment is terminated without justifiable cause or by Mr. Miller for good reason, Mr. Miller will continue to receive his annual salary and other benefits for 18 months from the date his employment terminates, and, in determining compensation for the payment period, shall be deemed to have been granted a bonus of \$500,000 per year, or \$750,000 for the 18-month payment period. However, payments to Mr. Miller in connection with a termination of his employment in connection with a "Change of Control" (as such term is executive transition agreement) will be determined in accordance with the terms of the executive transition agreement between Mr. Miller and us. The executive transition agreement provides that if a "Change in Control" occurs and, during the three months before a Change in Control or the two years after a Change in Control, Mr. Miller is terminated by us without "Cause" (as defined in the executive transition agreement) or resigns for "Good Reason" (as defined in the executive transition agreement), he will be entitled to continuation of specified benefits and periodic severance payments totaling 1.5 times the sum of (a) his highest annual salary in effect during the one-year period before his termination of employment and (b) the average annual cash bonus he earned during our two fiscal years before the fiscal year of his termination of employment. Mr. Miller is not entitled to a gross-up in the event of a Change in Control.

If Mr. Miller's employment agreement is terminated due to his disability or death, Mr. Miller will be entitled to receive such portion of his annual salary, reimbursement of expenses and any bonus as has been accrued through the date on which his employment is terminated or through the date of his death.

Mr. Miller has agreed that until one year following the termination of his employment, he will not carry on, take part in, or render services to, any person engaged in any business in competition with any business engaged in by G-III during the term of his employment by G-III and will not cause any customers with whom we have a business relationship to cancel or terminate such business relationship or solicit or hire from any of our employees. In addition, Mr. Miller has agreed that at any time following expiration or termination of his employment, he will not disclose to any person any confidential information (as defined in the employment agreement) acquired during the course of his employment relating to G-III or any client of G-III.

**Severance and Change in Control Arrangements of Mr. Nackman**

The executive transition agreement between Mr. Nackman and us provides that if a "Change in Control" (as defined in the executive transition agreement) occurs and, during the three months before a Change in Control or the two years after a Change in Control, Mr. Nackman is terminated by us without "Cause" (as defined in the executive transition agreement) or resigns for "Good Reason" (as defined in the executive transition agreement) he will be entitled to continuation of specified benefits and periodic severance payments totaling 1.5 times the sum of (a) his highest annual salary in effect during the one-year period before his or her termination of employment and (b) the average annual cash bonus he earned during our two fiscal years before the fiscal year of his termination of employment. Mr. Nackman is not entitled to a gross-up in the event of a change in control.

**Acceleration of Vesting upon Termination or Change in Control**

There are no agreements with the Named Executive Officers that provide for an acceleration of vesting of the stock options upon their termination of employment or a change in control. Each Named Executive Officer has three months after the termination of his employment to exercise his vested stock options, unless his employment is terminated by reason of death or disability, in which case any vested stock options would remain exercisable for one year after termination, or his employment is terminated for cause, in which case the options will immediately terminate and cease to be exercisable.

### Estimated Payouts on Termination of Employment

The following tables disclose the estimated payments and benefits that would be provided to each of Messrs. Goldfarb, Aaron, Nackman and Miller, applying the assumptions that each of the triggering events described in their respective employment or executive transition agreements took place on January 31, 2014 and their last day of employment was January 31, 2014.

These amounts are in addition to benefits payable generally to our salaried employees, such as distributions under G-III's 401(k) plan, disability benefits and accrued vacation pay.

Due to a number of factors that affect the nature and amount of any benefits provided upon the events discussed below, any actual amounts paid or distributed may be different. Factors that could affect these amounts include the timing during the year of any such event, our stock price and the executive's age.

#### *Morris Goldfarb, Chairman, Chief Executive Officer and President (from September 19, 2013)*

	Termination without Cause or Resignation for Cause	Termination without Cause or Resignation for Cause in Connection with a Change in Control
Base Salary	\$ 3,000,000 <sup>(1)</sup>	\$ 2,990,000 <sup>(1)</sup>
Bonus	\$ 23,205,831 <sup>(2)</sup>	\$ 23,128,478 <sup>(2)</sup>
Value of Medical Benefits	\$ 468,759 <sup>(3)</sup>	\$ 467,196 <sup>(3)</sup>
Total	<u>\$ 26,674,690</u>	<u>\$ 26,585,675</u>

(1) Assumes a base salary of \$1,000,000 per year.

(2) Assumes that the annual cash bonus of Mr. Goldfarb for the remainder of the term of his employment will be equal to the bonus granted to Mr. Goldfarb for fiscal 2014.

(3) Includes the premiums to be paid by G-III for life insurance and supplemental long term disability coverage.

#### *Sammy Aaron, Vice Chairman*

	Termination without Cause or Resignation for Good Reason	Termination without Cause or Resignation for Good Reason in Connection with a Change in Control
Base Salary	\$ 750,000 <sup>(1)</sup>	\$ 1,500,000 <sup>(1)</sup>
Bonus	\$ 5,049,417 <sup>(2)</sup>	\$ 10,098,834 <sup>(2)</sup>
Value of Medical Benefits	\$ 7,382 <sup>(3)</sup>	\$ 14,764 <sup>(3)</sup>
Total	<u>\$ 5,806,799</u>	<u>\$ 11,613,598</u>

(1) Assumes a base salary of \$750,000 per year.

(2) Assumes that the annual cash bonus of Mr. Aaron for the remainder of the term of his employment will be equal to the bonus granted to Mr. Aaron for fiscal 2014.

(3) Includes the premiums to be paid by G-III for life insurance.

#### *Neal S. Nackman, Chief Financial Officer*

	Termination without Cause or Resignation for Good Reason in Connection with a Change in Control
Base Salary	\$ 562,500 <sup>(1)</sup>
Bonus	\$ 825,000 <sup>(2)</sup>
Value of Medical Benefits	\$ 5,580 <sup>(3)</sup>
Total	<u>\$ 1,393,080</u>

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- (1) Assumes a base salary of \$375,000 per year.
  - (2) Assumes that the annual cash bonus earned by Mr. Nackman during the two fiscal years preceding the fiscal year in which Mr. Nackman's employment terminates is \$550,000, which is equal to the bonus granted to Mr. Nackman for fiscal 2014.
  - (3) Includes the premiums to be paid by G-III for life insurance.

***Wayne S. Miller, Chief Operating Officer***

	<u>Termination without Cause or Resignation for Good Reason</u>	<u>Termination without Cause or Resignation for Good Reason in Connection with a Change in Control</u>
Base Salary	\$ 750,000 <sup>(1)</sup>	\$ 750,000 <sup>(1)</sup>
Bonus	\$ 750,000 <sup>(2)</sup>	\$ 3,000,000 <sup>(3)</sup>
Value of Medical Benefits	\$ 71,428 <sup>(4)</sup>	\$ 71,426 <sup>(4)</sup>
Total	<u>\$ 1,571,426</u>	<u>\$ 3,821,426</u>

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- (1) Assumes a base salary of \$500,000 per year.
  - (2) Pursuant to his employment agreement, Mr. Miller is deemed to have been granted a bonus of \$500,000 per year.
  - (3) Assumes that the annual cash bonus earned by Mr. Miller during the two fiscal years preceding the fiscal year in which Mr. Miller's employment terminates is \$2,000,000, which is equal to the bonus granted to Mr. Miller for fiscal 2014.
  - (4) Includes the premiums to be paid by G-III for life insurance.

## DIRECTOR COMPENSATION

Our Non-Employee directors receive an annual cash retainer of \$30,000 per year for service as a director of G-III. In addition, Non-Employee Directors receive a fee of \$1,000 per Board or Committee meeting attended, plus reimbursement of reasonable out-of-pocket expenses incurred in connection with attendance at Board meetings. Additional annual fees paid to Non-Employee Directors are as follows:

Role	Annual Fee
Lead Independent Director	\$ 20,000
Chair of the Audit Committee	\$ 10,000
Chair of the Compensation Committee	\$ 10,000
Chair of the Nominating and Corporate Governance Committee	\$ 6,000

In April 2013, the Compensation Committee granted, subject to election as a director at the 2013 Annual Meeting of Stockholders, to (i) each Non-Employee Director restricted stock units for 2,000 shares of Common Stock that vest over a five year period, (ii) Mr. Sirkin additional restricted stock units for 2,000 shares that vest over a five year period in connection with his initial election to the Board of Directors and (iii) Mr. White additional restricted stock units for 1,000 shares of Common Stock that vest over a five year period, in recognition of his service as Lead Independent Director. These grants became effective on the date of the 2013 Annual Meeting.

Set forth below is a table presenting compensation information with respect to all of our Directors for the fiscal year ended January 31, 2014. Compensation information for our directors, who are also executive officers, is reported in the Summary Compensation Table appearing elsewhere in this Proxy Statement.

Name	Fees Earned or Paid in Cash (\$) <sup>(1)</sup>	Stock Awards (\$) <sup>(2)</sup>	Option Awards (\$)	All Other Compensation (\$)	Total (\$)
Thomas J. Brosig	43,000	101,240	—	—	144,240
Alan Feller	50,000	101,240	—	—	151,240
Jeffrey Goldfarb <sup>(3)</sup>	—	—	—	—	—
Carl Katz <sup>(4)</sup>	11,000	—	—	—	11,000
Jeanette Nostra <sup>(5)</sup>	—	—	—	—	—
Laura Pomerantz	37,000	101,240	—	—	138,240
Allen Sirkin	24,000	202,480	—	—	226,480
Willem van Bokhorst	43,000	101,240	—	—	144,240
Cheryl Vitali	34,000	101,240	—	—	135,240
Richard White	76,000	151,860	—	—	227,860

- (1) The amount indicated includes the annual cash retainer, annual payments to the chairs of committees and fees for each Board or committee meeting attended.
- (2) In April 2013, our Compensation Committee granted each of Thomas Brosig, Alan Feller, Laura Pomerantz, Allen Sirkin, Willem van Bokhorst, Cheryl Vitali and Richard White 2,000 restricted stock units. Our Compensation Committee also granted Allen Sirkin an additional 2,000 restricted stock units in connection with his initial election to the Board and an additional 1,000 restricted stock units to Mr. White in recognition of his service as Lead Independent Director. All of these awards became effective after each director's election to the Board at the 2013 Annual Meeting and vest over a five-year period. The dollar value of these stock awards represents the grant date fair value computed in accordance with FASB ASC Topic 718.
- (3) Jeffrey Goldfarb does not receive any compensation for his services as a director because he is compensated as our employee. Certain compensation information with respect to Mr. Goldfarb, who is a director and an employee of ours, is set forth under "Certain Relationships and Related Transactions."

- (4) Mr. Katz did not stand for reelection at the 2013 Annual Meeting and completed his service on the Board of Directors on June 4, 2013.
- (5) Ms. Nostra joined the Board of Directors on September 19, 2013. Ms. Nostra does not receive any compensation for her services as a director because she is compensated as our employee. Certain compensation information with respect to Mr. Nostra, who was an executive officer of ours until September 19, 2013, is set forth under "Summary Compensation Table."



**PROPOSAL NO. 1**

**ELECTION OF DIRECTORS**

Eleven directors are to be elected at the Annual Meeting. Unless otherwise specified, the enclosed proxy will be voted in favor of the eleven persons named below (all of whom are currently our directors) to serve until the next Annual Meeting of Stockholders and until their respective successors shall have been duly elected and qualified. If any of these nominees becomes unavailable for any reason, or if a vacancy should occur before the election, the shares represented by your proxy will be voted for the person, if any, who is designated by the Board of Directors to replace the nominee or to fill the vacancy on the Board. All of the nominees listed below have consented to be named as such and have indicated their intent to serve if elected. The Board of Directors has no reason to believe that any of the nominees will be unable to serve or that any vacancy on the Board of Directors will occur.

Set forth below is information provided by each director with respect to that person's age, all positions held, principal occupation and business experience for the past five years and the names of other publicly-held companies of which the director currently serves as a director or has served as a director during the past five years. We also provide information regarding each nominee's specific experience, qualifications, attributes or skills that led our Board to the conclusion that the nominee should serve as a director.

<u>Director</u>	<u>Age</u>	<u>Year First Became Director</u>	<u>Business Experience</u>
Morris Goldfarb	63	1974	Chairman of the Board, Chief Executive Officer and President of G-III. Mr. Goldfarb has served as an executive officer of G-III and our predecessors since our formation in 1974. Mr. Goldfarb serves as a director of Oppenheimer Holdings Inc. and RLJ Entertainment, Inc. Mr. Goldfarb served as a director of Lakes Entertainment, Inc. from June 1998 until March 2010, of Black Ridge Oil & Gas, Inc. from November 2010 until October 2012 and of Christopher & Banks Corporation from January 2011 to June 2013. Mr. Goldfarb has significant knowledge of all facets of our company. His long history with the company, combined with his leadership skills and operating experience, makes him particularly well-suited to be our Chairman and serve on our Board.
Sammy Aaron	54	2005	Vice Chairman of G-III since our acquisition of J. Percy for Marvin Richards Ltd. in July 2005. Mr. Aaron is the Chief Executive Officer of our Calvin Klein divisions. From 1998 to July 2005, he served as President of J. Percy for Marvin Richards, Ltd. Mr. Aaron has over 25 years of experience and expertise in the apparel industry, as well as a broad working knowledge of our company, enabling him to make significant contributions to our Board.
Thomas J. Brosig <sup>(3)</sup>	64	1992	Mr. Brosig is currently a strategic business consultant. Mr. Brosig was Chief Executive Officer of MVB Holdings LLC from December 2011 until November 2012. Mr. Brosig was a consultant in the gaming and hospitality industries from 2003 to 2011. From January 1999 through February 2003, he served as Senior Vice-President for Park Place Entertainment. For more than five years prior to 1999, he served its predecessor, Grand Casinos, Inc., in various executive capacities including as its President and Chief Executive Officer from September 1996 to January 1999.

<u>Director</u>	<u>Age</u>	<u>Year First Became Director</u>	<u>Business Experience</u>
			Mr. Brosig is an experienced business executive whose leadership roles in the past at other public companies provide him with insight and perspective as a member of our Board.
Alan Feller <sup>(1)</sup>	72	1996	Mr. Feller is currently retired. Mr. Feller was our Chief Financial Officer from December 1989 to April 1998, and served as our Executive Vice President, Treasurer and Secretary from January 1990 through July 1995. Mr. Feller served as a consultant to us from May 1998 through October 1999. Mr. Feller is a Certified Public Accountant. Mr. Feller has broad knowledge about us from his service as an officer and director of G-III. His financial and accounting background are of great service to our Board.
Jeffrey Goldfarb	37	2009	Since 2004, Mr. Goldfarb has served as our Director of Business Development. He has been employed full-time by G-III in several other capacities since 2002. Mr. Goldfarb serves as a director of Fashion Delivers Charitable Foundation, Inc., a charitable organization that facilitates the donation of excess apparel inventory to disaster victims and other people in need. Mr. Goldfarb is also licensed as an attorney. Mr. Goldfarb has worked in a variety of positions at G-III that provide him with a broad knowledge of our business and the ability to provide significant input to our Board with respect to operational matters.
Jeanette Nostra	60	2013	Ms. Nostra is currently a senior advisor at G-III. She served as G-III's President from April 1997 to September 2013. From March 2008 to July 2011, Ms. Nostra also acted as President of the Company's Andrew Marc division. G-III has employed Ms. Nostra since 1981, and her responsibilities have included sales, marketing, product development and licensing for selected divisions, as well as business development for international sales. As a result, she brings broad knowledge about our business to the Board.
Laura Pomerantz <sup>(2)</sup>	66	2005	Ms. Pomerantz has been Principal and Chief Executive Officer of Laura Pomerantz Real Estate LLC, a real estate firm offering commercial real estate advisory and execution services, since April 2013. From 2001 until April 2013, Ms. Pomerantz was a principal of PBS Real Estate, LLC, a real estate firm offering commercial real estate advisory and execution services. Since 1994, she has also been President of LHP Consulting and Management, a real estate consulting firm. She serves as a director of Retail Opportunity Investments Corp., a publicly traded REIT. Ms. Pomerantz is an experienced business executive with a significant background in the real estate, apparel and retail fields that is of great benefit to decision-making by our Board.
Allen Sirkin <sup>(2)</sup>	72	2013	Mr. Sirkin was employed by PVH Corp., one of the world's largest apparel companies, from 1985 until June 2012. He served as Chairman of PVH's Apparel Group from 1990 until 1995, was named Vice Chairman, Dress Shirts in 1995

<u>Director</u>	<u>Age</u>	<u>Year First Became Director</u>	<u>Business Experience</u>
			and became President and Chief Operating Officer of PVH in March 2006. Mr. Sirkin relinquished his role as Chief Operating Officer of PVH in February 2012 and retired from PVH in June 2012. Prior to his service with PVH, he was employed by a number of apparel companies in senior executive positions. Mr. Sirkin's long and distinguished career and his extensive experience in and knowledge of the apparel industry are of great benefit to our Board.
Willem van Bokhorst <sup>(1)(2)</sup>	68	1989	Managing Partner of STvB Advocaten, a Curaçao law firm with offices in Curaçao, Amsterdam and New York, for more than twenty five years. Mr. van Bokhorst has significant international business and legal experience that are valuable assets to our Board.
Cheryl Vitali <sup>(3)</sup>	53	2011	Ms. Vitali is the General Manager for the Kiehl's Worldwide division of L'Oreal, a leading cosmetics and beauty products company, where she oversees the worldwide strategy, product innovation and retail marketing plans for the Kiehl's brand. She has been with L'Oreal since 2003 and has also served as Senior Vice President — Marketing for the Lancôme brand from 2009 to 2011 and the Maybelline New York/Garnier brand from 2003 to 2009. Prior to L'Oreal, she held various executive positions with Revlon Consumer Products Company, a cosmetics and beauty care company. She was Executive Vice President, General Manager, Revlon Global Brands, from 2000 to 2002 and Executive Vice President, Marketing Portfolio Group from 1998 to 2000. Ms. Vitali served as Vice President, Marketing, Playtex Intimate Apparel, a division of the Sara Lee Corporation, from 1995 through 1998. Ms. Vitali is an experienced business executive with significant retail, marketing and consumer product experience and expertise that is of great benefit to our Board.
Richard White <sup>(1)(2)(3)(4)</sup>	60	2003	Mr. White has been a Managing Director and head of the Private Equity Investment Department of Oppenheimer & Co. Inc. since June 2004. From 2002 to June 2004, he served as President of Aeolus Capital Group LLC, an investment management firm. From 1985 until 2002, he was a Managing Director at CIBC Capital Partners, an affiliate of CIBC World Markets, and its predecessor firm, Oppenheimer & Co., Inc. During that time, Mr. White worked in both the Investment Banking and Private Equity Investing departments. Mr. White is a director of Escalade Inc., a manufacturer of sporting goods and office products, and of Real Goods Solar, Inc., a residential and commercial solar energy company. He is a former director of Lakes Entertainment Inc., a company that develops and manages casino properties. Mr. White previously served as a director of G-III from November 1991 to July 1993. Mr. White is a Certified Public Accountant and has been a high level participant in the investment banking, private equity and finance area for his entire business career. His understanding

Director	Age	Year First Became Director	Business Experience
			of strategic planning, acquisitions and the capital markets, as well as the apparel industry, enable him to make significant contributions to our Board.

- (1) Member of the Audit Committee
- (2) Member of the Compensation Committee
- (3) Member of the Nominating and Corporate Governance Committee
- (4) Lead Independent Director

Morris Goldfarb and Jeffrey Goldfarb are father and son, respectively.

**Vote Required**

The eleven nominees receiving the highest number of affirmative votes of the shares present in person or represented by proxy and entitled to vote for them shall be elected as directors. Only votes cast for a nominee will be counted, except that the accompanying proxy will be voted for all nominees in the absence of instructions to the contrary. Abstentions and instructions on the accompanying proxy card to withhold authority to vote for one or more nominees will not be counted as a vote for any such nominee.

**THE BOARD OF DIRECTORS DEEMS THE ELECTION AS DIRECTORS OF THE ELEVEN NOMINEES LISTED ABOVE TO BE IN THE BEST INTERESTS OF G-III AND OUR STOCKHOLDERS AND RECOMMENDS A VOTE “FOR” THEIR ELECTION.**

## PROPOSAL NO. 2

### APPROVAL OF PROPOSED AMENDMENTS TO THE PERFORMANCE-BASED BONUS PROVISION IN THE EMPLOYMENT AGREEMENT WITH MORRIS GOLDFARB

Our stockholders are being asked to approve amendments to the performance-based incentive provisions in the employment agreement with Morris Goldfarb as set forth in this Proposal No. 2. Our stockholders are also being asked to approve amendments to the performance-based incentive provisions in the employment agreement with Sammy Aaron as set forth in Proposal No. 3 below. The Compensation Committee of the Board of Directors has unanimously approved these amendments, subject to receipt of stockholder approval.

As described in greater detail in the section “Compensation Discussion and Analysis — Annual Incentives — Proposed Modifications to our Annual Incentive Arrangements for Messrs. Goldfarb and Aaron” above, as part of a continuing dialogue between the Company and the Compensation Committee, and as a demonstration of their commitment to responsible and responsive leadership, Messrs. Goldfarb and Aaron have volunteered to make material modifications to their annual incentive compensation arrangements currently codified in their respective employment agreements. These modifications are designed to be responsive to the concerns raised by stockholders during our conversations with them.

#### Summary of Annual Incentive Arrangements in Current Employment Agreement

Mr. Goldfarb has an employment agreement with us that is effective through January 31, 2017. This agreement is automatically extended each year for an additional year absent a notice of non-extension to the other party prior to January 31 of each year. For a description of Mr. Goldfarb’s employment agreement, see “Compensation Discussion and Analysis — Employment Agreements — Goldfarb Employment Agreement.”

Pursuant to his employment agreement as currently in effect, Mr. Goldfarb is not entitled to an annual incentive bonus unless Pre-Tax Income (as defined in the agreement) exceeds \$10,000,000, at which point he is entitled to 6 percent of our Pre-Tax Income in excess of \$2,000,000. Additionally, Mr. Goldfarb’s annual incentive payouts are capped annually at an amount equal to two times the targeted bonus based upon the budgeted level of Pre-Tax Income as determined by the Compensation Committee no later than April 30 of each fiscal year.

#### Summary of Proposed Modifications to Annual Incentive Arrangements in Current Employment Agreement

Subject to receipt of approval by our stockholders at the Annual Meeting, the annual performance-based incentive arrangement that is proposed beginning with respect to fiscal 2015 for Mr. Goldfarb includes the following features designed to address concerns raised by our stockholders:

- *Performance Targets.* Performance required to achieve the target payout amount will be established annually by the Compensation Committee based on the annual forecast communicated to the public. As proposed, the size of Mr. Goldfarb’s annual incentive would be determined based on a comparison of forecasted pre-tax income to the actual pre-tax income achieved.

We chose to use our forecast as the basis for the incentive arrangement because it is more transparent. The forecasted pre-tax income is approved by our Board and is part of the forecasted financial statements from which the forecast communicated to the public is derived. Our performance against this forecasted amount is also highly correlated to our stock price performance, providing another link between our performance and Mr. Goldfarb’s pay.

- *Performance Hurdle.* The proposed formula used to determine the size of the annual incentive also determines the threshold performance level required for a bonus payment. This approach ensures that the size of pre-tax income required to achieve a bonus varies in direct correlation to the size of the company, instead of fixing it at a set amount of pre-tax income as it does currently. Based on the proposed formula, we would need to achieve pre-tax income of at least \$47.2 million for fiscal 2015 for any annual incentive to be earned compared to \$10 million under the existing arrangement.

- *Payouts to Vary Based on Performance.* Under the previous annual incentive arrangement, Mr. Goldfarb was entitled to 6% of pre-tax income over \$2 million, assuming that pre-tax income exceeds \$10 million. This amount is referred to as the “Base Bonus Amount.” Under the modified arrangement, the Base Bonus Amount will be adjusted either up or down so that payouts vary depending upon how actual pre-tax income compares to our forecasted level of pre-tax income.

If actual pre-tax income is within a range of +/-15% of forecasted pre-tax income, Mr. Goldfarb will continue to receive his Base Bonus Amount, consistent with what we would have received under the arrangement codified in his employment agreement.

However, in instances where actual performance falls above or below 15% of forecasted pre-tax income, Mr. Goldfarb’s Base Bonus Amount will be adjusted to reflect a reduction for performance significantly below the forecast, or an increase for exceptional performance. The size of the adjustment will depend upon the amount by which actual pre-tax income varies from the forecasted pre-tax income level. The adjustments will be symmetrical for both upside and downside variations in performance.

If actual pre-tax income for a fiscal year is less than the approved forecast, the annual incentive payment to Mr. Goldfarb will be determined by the Compensation Committee in accordance with the following table:

<u>Actual Pre-Tax Income is Less Than Approved Forecast by</u>	<u>Annual Incentive Amount</u>
15% or less	6% of actual pre-tax income in excess of \$2 million (the Base Bonus Amount)
15 – 30%	Base Bonus Amount <i>minus</i> 2% of the portion of actual pre-tax that is more than 15% and up to 30% lower than the approved forecast
More than 30%	The bonus amount determined pursuant to the preceding row, <i>minus</i> 4% of the portion of actual pre-tax income that is more than 30% lower than the approved forecast, but not less than zero

If actual pre-tax income for a fiscal year equals or exceeds the approved forecast, the annual incentive bonus payable to Mr. Goldfarb shall be determined by the Compensation Committee in accordance with the following table, subject to the payout cap described below:

<u>Actual Pre-Tax Income Exceeds Approved Forecast by</u>	<u>Annual Incentive Amount</u>
0 – 15%	6% of actual pre-tax income in excess of \$2 million (the Base Bonus Amount)
15 – 30%	Base Bonus Amount <i>plus</i> 2% of the portion of actual pre-tax income that is more than 15% and up to 30% in excess of the approved forecast
More than 30%	The annual incentive payable pursuant to the preceding row, <i>plus</i> 4% of the portion of actual pre-tax income that is more than 30% in excess of the approved forecast

*Pre-tax income.* The term “pre-tax income” as used in this description (1) for purposes of determining actual pre-tax income shall mean the income attributable to G-III and its subsidiaries, as reported in the consolidated financial statements of G-III audited by its independent registered public accounting firm, plus the sum of (i) the income taxes set forth in such financial statements and (ii) the amount of the bonus payable pursuant to Mr. Goldfarb’s bonus provision described; provided, however that pre-tax income shall be determined without regard to any extraordinary item, as such term is used in generally accepted accounting principles and (2) for purposes of the approved forecast, good faith projections of such amount prepared by G-III and approved by the Board of Directors or Audit Committee thereof.

*Payouts May Be Adjusted to Reflect Dilutive Events on an Ongoing Basis.* In the event of a dilutive stock issuance, excluding share changes caused by equity compensation awards approved by the

Compensation Committee or structural changes that affect capitalization as a whole, such as a stock split, reverse stock split or stock dividend, the Compensation Committee may equitably adjust the percentages in the “Annual Incentive Amount” column downward, but not upward. This provision is intended to reflect stockholder concerns about the use of pre-tax income as the performance metric, rather than a metric such as net income per share.

*Payout Cap.* The maximum annual incentive bonus will be capped at an amount equal to one and one-half times the targeted bonus based upon the budgeted level of pre-tax income contained in the approved forecast. This is a decrease from the cap of two times the targeted bonus contained in the existing incentive arrangement.

If the above-described bonus provision of Mr. Goldfarb’s amended employment agreement had been in effect in fiscal 2014, Mr. Goldfarb would have received a bonus of \$7,783,546 for fiscal 2014.

#### **Approval of Bonus Provisions under Section 162(m)**

Under Section 162(m) of the Code, a publicly held corporation is generally prohibited from deducting annual compensation in excess of \$1 million paid to any of its chief executive officer and other named executive officers (other than the chief financial officer). However, Section 162(m) of the Code exempts certain “performance-based” compensation from the annual deduction limit. In general, in order to qualify for this exemption, the compensation must be paid pursuant to a performance formula that is approved by the corporation’s stockholders. It is intended that the annual formula bonus for Mr. Goldfarb described below will qualify for the performance-based compensation exemption from Section 162(m), if the formula is approved by our stockholders at the Annual Meeting. If the stockholders do not approve the proposed amendments to Mr. Goldfarb’s employment agreement, the amendments will not be effective and the existing annual incentive bonus arrangements described in this Proposal under “Summary of Annual Incentive Arrangements in Current Employment Agreement” will remain in effect.

#### **Vote Required**

The affirmative vote of holders of a majority of the shares of Common Stock issued, outstanding and entitled to vote, present or represented at the meeting, a quorum being present, is required for the adoption of this proposal. Broker non-votes with respect to this matter will be treated as neither a vote “for” nor a vote “against” the matter, although they will be counted in determining the number of votes required to attain a majority of the shares present or represented at the meeting and entitled to vote. An abstention from voting by a stockholder present in person or by proxy at the meeting has the same legal effect as a vote “against” the matter because it represents a share present or represented at the meeting and entitled to vote, thereby increasing the number of affirmative votes required to approve this proposal.

**THE BOARD OF DIRECTORS DEEMS PROPOSAL NO. 2 TO BE IN THE BEST INTERESTS OF G-III AND OUR STOCKHOLDERS AND RECOMMENDS A VOTE “FOR” APPROVAL OF THE AMENDMENTS TO THE PERFORMANCE-BASED INCENTIVE PROVISIONS IN THE EMPLOYMENT AGREEMENT WITH MORRIS GOLDFARB.**

PROPOSAL NO. 3

APPROVAL OF PROPOSED AMENDMENTS TO THE PERFORMANCE-BASED BONUS PROVISION IN THE EMPLOYMENT AGREEMENT WITH SAMMY AARON

Our stockholders are being asked to approve amendments to the performance-based incentive provisions in the employment agreement with Sammy Aaron as set forth in this Proposal No. 3. The Compensation Committee of the Board of Directors has unanimously approved these amendments, subject to receipt of stockholder approval.

As described in greater detail in the section “Compensation Discussion and Analysis — Annual Incentives — Proposed Modifications to our Annual Incentive Arrangements for Messrs. Goldfarb and Aaron” above, as part of a continuing dialogue between the Company and the Compensation Committee, and as a demonstration of their commitment to responsible and responsive leadership, Messrs. Goldfarb and Aaron have volunteered to make material modifications to their annual incentive compensation arrangements currently codified in their respective employment agreements. These modifications are designed to be responsive to the concerns raised by stockholders during our conversations with them.

Summary of Annual Incentive Arrangements in Current Employment Agreement

Mr. Aaron has an employment agreement with us that is effective through January 31, 2015. The agreement provides for automatic one-year renewals unless either party gives written notice of non-extension to the other party at least six months prior to the expiration of the term. For a description of Mr. Aaron’s employment agreement, see “Compensation Discussion and Analysis — Employment Agreements — Aaron Employment Agreement.”

Pursuant to his agreement as currently in effect, Mr. Aaron is not entitled to an annual incentive bonus unless our Pre-Tax Income (as defined in the agreement) exceeds \$10,000,000, at which point he is entitled to 4 percent of our Pre-Tax Income in excess of \$2,000,000. Additionally, Mr. Aaron’s annual incentive payouts are capped annually at an amount equal to two times the targeted bonus based upon the budgeted level of Pre-Tax Income as determined by the Compensation Committee no later than April 30 of each fiscal year.

Summary of Proposed Modifications to Annual Incentive Arrangements in Current Employment Agreement

Subject to receipt of approval by our stockholders at the Annual Meeting, the amendments to the annual performance-based incentive arrangement that is proposed beginning with respect to fiscal 2015 for Mr. Aaron is the same as that proposed for Mr. Goldfarb above, except that the annual incentive payments will be calculated in accordance with the tables below.

If actual pre-tax income for a fiscal year is less than the approved forecast, the annual incentive payment to Mr. Aaron will be determined by the Compensation Committee in accordance with the following table:

<u>Actual Pre-Tax Income is Less Than Approved Forecast by</u>	<u>Annual Incentive Amount</u>
15% or less	4% of actual pre-tax income in excess of \$2 million (the Base Bonus Amount)
15 – 30%	Base Bonus Amount <i>minus</i> 1.33% of the portion of actual pre-tax that is more than 15% and up to 30% lower than the approved forecast
More than 30%	The bonus amount determined pursuant to the preceding row, <i>minus</i> 2.66% of the portion of actual pre-tax income that is more than 30% lower than the approved forecast, but not less than zero



If actual pre-tax income for a fiscal year equals or exceeds the approved forecast, the annual incentive bonus payable to Mr. Aaron shall be determined by the Compensation Committee in accordance with the following table, subject to the payout cap described in Proposal No. 2 above:

<u>Actual Pre-Tax Income Exceeds Approved Forecast by</u>	<u>Annual Incentive Amount</u>
0 – 15%	4% of actual pre-tax income in excess of \$2 million (the Base Bonus Amount)
15 – 30%	Base Bonus Amount <i>plus</i> 1.33% of the portion of actual pre-tax income that is more than 15% and up to 30% in excess of the approved forecast
More than 30%	The annual incentive payable pursuant to the preceding row, <i>plus</i> 2.66% of the portion of actual pre-tax income that is more than 30% in excess of the approved forecast

*Pre-tax income.* The term “pre-tax income” as used in this description (1) for purposes of determining actual pre-tax income shall mean the income attributable to G-III and its subsidiaries, as reported in the consolidated financial statements of G-III audited by its independent registered public accounting firm, plus the sum of (i) the income taxes set forth in such financial statements and (ii) the amount of the bonus payable pursuant to Mr. Aaron’s bonus provision described; provided, however that pre-tax income shall be determined without regard to any extraordinary item, as such term is used in generally accepted accounting principles and (2) for purposes of the approved forecast, good faith projections of such amount prepared by G-III and approved by the Board of Directors or Audit Committee thereof.

Except for containing lower percentage payments, this proposed amendments to the performance-based bonus provisions in Mr. Aaron’s employment agreement are the same amendments described in Proposal No. 2 above in relation to our employment agreement with Morris Goldfarb.

If the above-described bonus provision of Mr. Aaron’s amended employment agreement had been in effect in fiscal 2014, Mr. Aaron would have received a bonus of \$5,079,873 for fiscal 2014.

**Approval of Bonus Provisions under Section 162(m)**

Under Section 162(m) of the Code, a publicly held corporation is generally prohibited from deducting annual compensation in excess of \$1 million paid to any of its chief executive officer and other named executive officers (other than the chief financial officer). However, Section 162(m) of the Code exempts certain “performance-based” compensation from the annual deduction limit. In general, in order to qualify for this exemption, the compensation must be paid pursuant to a performance formula that is approved by the corporation’s stockholders. It is intended that the annual formula bonus for Mr. Aaron described below will qualify for the performance-based compensation exemption from Section 162(m), if the formula is approved by our stockholders at the Annual Meeting. If the stockholders do not approve the proposed amendments to Mr. Aaron’s employment agreement, the amendments will not be effective and the existing annual incentive bonus arrangements described in this Proposal under “Summary of Annual Incentive Arrangements in Current Employment Agreement” will remain in effect.

**Vote Required**

The affirmative vote of holders of a majority of the shares of Common Stock issued, outstanding and entitled to vote, present or represented at the meeting, a quorum being present, is required for the adoption of this proposal. Broker non-votes with respect to this matter will be treated as neither a vote “for” nor a vote “against” the matter, although they will be counted in determining the number of votes required to attain a majority of the shares present or represented at the meeting and entitled to vote. An abstention from voting by a stockholder present in person or by proxy at the meeting has the same legal effect as a vote “against” the matter because it represents a share present or represented at the meeting and entitled to vote, thereby increasing the number of affirmative votes required to approve this proposal.

**THE BOARD OF DIRECTORS DEEMS PROPOSAL NO. 3 TO BE IN THE BEST INTERESTS OF G-III AND OUR STOCKHOLDERS AND RECOMMENDS A VOTE “FOR” APPROVAL OF THE AMENDMENTS TO THE PERFORMANCE-BASED INCENTIVE PROVISIONS IN THE EMPLOYMENT AGREEMENT WITH SAMMY AARON.**

## PROPOSAL NO. 4

### ADVISORY VOTE ON COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the “Dodd-Frank Act”), enables stockholders to vote to approve, on an advisory (non-binding) basis, the compensation of our Named Executive Officers as disclosed in this Proxy Statement in accordance with the SEC’s rules. In light of the results of the stockholders’ nonbinding advisory vote at the 2011 Annual Meeting with respect to the frequency with which stockholders will vote for the approval of the compensation of G-III’s Named Executive Officers, G-III currently intends to hold an annual nonbinding advisory vote on such Named Executive Officer compensation.

We are asking our stockholders to indicate their support for the compensation of our Named Executive Officers as disclosed in this Proxy Statement. This proposal, commonly known as a “say-on-pay” proposal, gives stockholders the opportunity to express their views on the compensation paid to our Named Executive Officers. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our Named Executive Officers and the philosophy, policies and practices described in this Proxy Statement. Accordingly, we are asking the stockholders to vote “FOR” the following resolution at the Annual Meeting:

“RESOLVED, that G-III’s stockholders approve, on an advisory basis, the compensation of G-III’s Named Executive Officers, as disclosed in G-III’s Proxy Statement for the 2014 Annual Meeting of Stockholders, pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the compensation tables, and other related tables and disclosure.”

#### Vote Required

The affirmative vote of holders of a majority of the shares of Common Stock issued, outstanding and entitled to vote, present or represented at the meeting, a quorum being present, is required for the adoption of this proposal. Broker non-votes with respect to this matter will be treated as neither a vote “for” nor a vote “against” the matter, although they will be counted in determining the number of votes required to attain a majority of the shares present or represented at the meeting and entitled to vote. An abstention from voting by a stockholder present in person or by proxy at the meeting has the same legal effect as a vote “against” the matter because it represents a share present or represented at the meeting and entitled to vote, thereby increasing the number of affirmative votes required to approve this proposal.

The “say-on-pay” vote is advisory, and therefore is not binding on us, the Compensation Committee or the Board of Directors. However, the Board and the Compensation Committee value the opinions of the stockholders and, to the extent there is any significant vote against the Named Executive Officer compensation as disclosed in this Proxy Statement, will consider the stockholders’ concerns and the Board and Compensation Committee will evaluate whether any actions are necessary to address those concerns.

**THE BOARD OF DIRECTORS DEEMS PROPOSAL NO. 4 TO BE IN THE BEST INTERESTS OF G-III AND OUR STOCKHOLDERS AND RECOMMENDS A VOTE “FOR” APPROVAL THEREOF.**

## AUDIT COMMITTEE REPORT

In accordance with its written charter adopted by the Board of Directors, the Audit Committee of the Board of Directors is responsible for, among other things, overseeing G-III's accounting and financial reporting processes and reviewing and discussing G-III's audited financial statements with management.

Management is responsible for G-III's financial reporting process including its system of internal control and for the preparation of consolidated financial statements in accordance with generally accepted accounting principles. G-III's independent auditors are responsible for auditing those financial statements. The responsibility of the Audit Committee is to monitor and review these processes. Members of the Audit Committee are not employees of G-III and are not required to be accountants or auditors by profession. Therefore, the Audit Committee has relied, without independent verification, on management's representation that the financial statements have been prepared with integrity and objectivity and in conformity with generally accepted accounting principles and on the representations of the independent auditors included in their report of G-III's financial statements.

The oversight by the Audit Committee does not provide an independent basis to determine that management has maintained appropriate accounting and financial reporting principles or policies, or appropriate internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations. Furthermore, the Audit Committee cannot give assurance that G-III's financial statements are presented in accordance with generally accepted accounting principles, that the audit of G-III's financial statements has been carried out in accordance with generally accepted auditing standards or that G-III's independent accountants are in fact "independent."

*Review of Audited Financial Statements.* The Audit Committee has reviewed G-III's audited financial statements for the fiscal year ended January 31, 2014 as prepared by management and audited by Ernst & Young LLP, G-III's independent auditors, and has discussed these financial statements with management. In addition, the Audit Committee has discussed with Ernst & Young LLP the matters required to be discussed by Statement on Auditing Standards No. 114 (The Auditor's Communication With Those Charged With Governance), as amended, regarding the codification of statements on auditing standards. Furthermore, the Audit Committee has received the written disclosures and the letter from Ernst & Young LLP required by PCAOB Rule No. 3526, *Communication with Audit Committees Concerning Independence*, and has discussed with Ernst & Young LLP its independence.

*Recommendation.* In reliance on the reviews and discussions referenced above, the Audit Committee recommended to the Board of Directors that the audited financial statements for the fiscal year ended January 31, 2014 be included in G-III's Annual Report on Form 10-K for that fiscal year.

*Audit Committee*

Alan Feller, Chairman  
Willem van Bokhorst  
Richard White

## PRINCIPAL ACCOUNTING FEES AND SERVICES

The following table sets forth fees we paid for audit, audit-related, tax and other services provided by Ernst & Young LLP during each of the last two fiscal years.

	Fiscal Year Ended January 31,	
	2014	2013
Audit fees	\$ 1,350,000	\$ 1,659,500
Audit-related fees	356,000	777,325
Tax fees	350,514	439,804
All other fees	—	—
Total	<u>\$ 2,056,514</u>	<u>\$ 2,876,629</u>

**Audit Fees.** Audit fees include services associated with the audit of our annual financial statements included in our Annual Report on Form 10-K, the audit of management's assessment and overall effectiveness of internal controls over financial reporting, review of financial statements included in our quarterly reports on Form 10-Q, statutory audits required internationally during each fiscal year and work performed in connection with the issuance of consents related to registration statements filed by G-III.

**Audit-Related Fees.** Audit-related fees include financial and tax due diligence procedures performed in connection with the acquisitions of Vilebrequin and G.H. Bass, as well as with respect to potential acquisition transactions.

**Tax Fees.** Tax fees include services related to income tax compliance, assistance with tax audits, tax advice and tax planning. In fiscal 2014, these services primarily included services provided related to sales and use tax administration, transfer pricing studies, assistance on various state and local tax issues and tax audits. In fiscal 2013, these services primarily included consultation with respect to the corporate and organizational structure related to the acquisition of Vilebrequin, as well as services provided related to sales and use tax administration, assistance on various state and local tax issues and certain state tax audits.

The Audit Committee has considered whether the provision of the above services is compatible with maintaining Ernst & Young LLP's independence and all of the above services were pre-approved by the Audit Committee.

It is the Audit Committee's policy to pre-approve all audit and permissible non-audit services to be performed by our independent accountants, the fees to be paid for those services and the time period over which those services are to be provided. On an annual basis, the independent accountants present a listing of all services they expect to perform for us in the ensuing one-year period, including fee estimates, in sufficient detail to enable the Audit Committee to perform an independence review of each proposed service. The Audit Committee reviews this list and approves appropriate services which, in the Audit Committee's judgment, will not impair the accountants' independence. With respect to any additional services proposed to be performed by the independent accountants during the year, management will evaluate the impact on the independent accountant's independence and obtain Audit Committee approval for such service. The Audit Committee has delegated interim pre-approval authority to the Chairman of the Audit Committee.

**PROPOSAL NO. 5**

**RATIFICATION OF APPOINTMENT  
OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The stockholders will be asked to ratify the appointment by the Audit Committee of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending January 31, 2015. If this appointment is not ratified by the stockholders, the Audit Committee will reconsider its decision. Ernst & Young LLP audited our financial statements for the fiscal year ended January 31, 2014. A representative of Ernst & Young LLP is expected to be present at the Annual Meeting, and will have an opportunity to make a statement if such person desires to do so, and is expected to be available to respond to appropriate questions from stockholders.

**THE BOARD OF DIRECTORS DEEMS PROPOSAL NO. 5 TO BE IN THE BEST INTERESTS OF US AND OUR STOCKHOLDERS AND RECOMMENDS A VOTE “FOR” APPROVAL THEREOF.**

## CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

We have had in effect for many years a Code of Ethics that contains our conflicts of interest policy. Our Audit Committee has been responsible for reviewing transactions that might involve our Code of Ethics and for reviewing related party transactions. In addition, our Board of Directors has also adopted a written related party transactions policy. The policy covers all transactions between us and any related party (including any transactions requiring disclosure under Item 404 of Regulation S-K), other than transactions generally available to all employees and transactions involving less than ten thousand dollars (\$10,000) when aggregated with all similar transactions. The Audit Committee is generally responsible for administering this policy. However, our policy permits the disinterested directors of the Board of Directors to exercise the authority otherwise assigned to the Audit Committee. A related party transaction may be consummated only if it is ratified or approved by the Audit Committee or disinterested members of the Board of Directors and if it is on terms comparable to those that could be obtained in arm's length dealings with an unrelated third party. Our Compensation Committee reviewed and approved the compensation of Jeffrey Goldfarb set forth in the next paragraph and our Audit Committee ratified the approval by our Compensation Committee.

Jeffrey Goldfarb, the son of Morris Goldfarb, our Chairman, Chief Executive Officer and President and a director, is our Director of Business Development. Jeffrey Goldfarb has been employed by us since 2002 in several different capacities. Jeffrey Goldfarb is a member of our Board of Directors. For fiscal 2014, Jeffrey Goldfarb received a salary of \$425,000 and a bonus of \$750,000 for his services and our Compensation Committee granted him restricted stock units that enable him to receive up to 20,000 shares of our Common Stock, which will become vested at an annual rate of 25% on each of October 5, 2015, 2016, 2017 and 2018 subject to the satisfaction of the performance conditions for fiscal 2014 grants described above. The grant date fair value under ACS 718 of the restricted stock units granted to Jeffrey Goldfarb is \$1,031,600. We have entered into an executive transition agreement with Jeffrey Goldfarb under which he is entitled to receive specified severance payments and benefits in the event of his involuntary termination in conjunction with a change of control of G-III.

## STOCKHOLDER PROPOSALS

All stockholder proposals which are intended to be presented at our Annual Meeting of Stockholders to be held in 2014 must be received by us no later than December 31, 2014 for inclusion in the Board of Directors' proxy statement and form of proxy relating to that meeting. Any stockholder proposal must also be proper in form and substance, as determined in accordance with the Exchange Act and the rules and regulations promulgated thereunder. All such proposals should be addressed to G-III Apparel Group, Ltd., 512 Seventh Avenue, New York, NY 10018, Attention: Secretary.

Any stockholder who intends to nominate a person for election to the Board of Directors or propose any other matter to be acted upon at the Annual Meeting of Stockholders to be held in 2015 (but not include such proposal in the Board of Directors' proxy statement and form of proxy) must inform us no later than March 22, 2015. If notice is not provided by that date, the persons named in the proxy for the 2014 Annual Meeting will be allowed to exercise their discretionary authority to vote upon any such proposal without the matter having been discussed in the proxy statement for the 2015 Annual Meeting. All notice should be addressed to G-III Apparel Group, Ltd., 512 Seventh Avenue, New York, NY 10018, Attention: Secretary.

For the nomination of any person to the Board of Directors, a the notice must set forth (a) the name, age, business address and residence address of the nominee, (b) the principal occupation or employment of the nominee, (c) the number of shares of capital stock of G-III which are owned of record and beneficially by the nominee (if any), (d) such other information concerning the nominee as would be required to be disclosed in a proxy statement soliciting proxies for the election of the nominee as a director in an election contest (even if an election contest is not involved) or that is otherwise required to be disclosed, under Section 14(a) of the Exchange Act and the rules and regulations promulgated thereunder, (e) the consent of the nominee to being named in the proxy statement as a nominee and to serving as a director if elected, and (f) as to the proposing stockholder: (i) the name and address of the proposing stockholder as they appear on G-III's books and of the beneficial owner, if any, on whose behalf the nomination is being made, (ii) the class and number of shares of G-III which are owned by the proposing stockholder (beneficially and of

record) and owned by the beneficial owner, if any, on whose behalf the nomination is being made, as of the date of the proposing stockholder's notice, (iii) a description of any agreement, arrangement or understanding with respect to such nomination between or among the proposing stockholder and any of its affiliates or associates, and any others (including their names) acting in concert with any of the foregoing, (iv) a description of any agreement, arrangement or understanding (including any derivative or short positions, profit interests, options, hedging transactions, and borrowed or loaned shares) that has been entered into as of the date of the proposing stockholder's notice by, or on behalf of, the proposing stockholder or any of its affiliates or associates, the effect or intent of which is to mitigate loss to, manage risk or benefit of share price changes for, or increase or decrease the voting power of the proposing stockholder or any of its affiliates or associates with respect to shares of stock of G-III, (v) a representation that the proposing stockholder is a holder of record of shares of G-III entitled to vote at the meeting and intends to appear in person or by proxy at the meeting to nominate the person or persons specified in the notice, and (vi) a representation whether the proposing stockholder intends to deliver a proxy statement and/or form of proxy to holders of G-III's outstanding capital stock and/or otherwise to solicit proxies from stockholders in support of the nomination. G-III may require any proposed nominee to furnish such other information as it may reasonably require to determine the eligibility of such proposed nominee to serve as an independent director of G-III or that could be material to a reasonable stockholder's understanding of the independence, or lack thereof, of such nominee.

For all business other than director nominations, the notice must set forth as to each matter the proposing stockholder proposes to bring before the annual meeting: (a) a brief description of the business desired to be brought before the annual meeting and the reasons for conducting such business at the annual meeting, (b) any other information relating to such stockholder and beneficial owner, if any, on whose behalf the proposal is being made, required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for the proposal and pursuant to and in accordance with Section 14(a) of the Exchange Act and the rules and regulations promulgated thereunder and (c) the information as to the proposing stockholder required by section (f) in the preceding paragraph.

#### OTHER BUSINESS

The Board of Directors knows of no other business to be acted upon at the Annual Meeting. However, if any other business properly comes before the Annual Meeting, it is the intention of the persons named in the enclosed proxy to vote on such matters in accordance with their best judgment.

The prompt return of your proxy will be appreciated and helpful in obtaining the necessary vote. Therefore, whether or not you expect to attend the Annual Meeting, please sign the proxy and return it in the enclosed envelope.

By Order of the Board of Directors



WAYNE S. MILLER  
*Secretary*

Dated: May 5, 2014

A COPY OF OUR ANNUAL REPORT ON FORM 10-K WILL BE SENT WITHOUT CHARGE TO ANY STOCKHOLDER REQUESTING IT IN WRITING FROM: G-III APPAREL GROUP, LTD., ATTENTION: CORPORATE SECRETARY, 512 SEVENTH AVENUE, NEW YORK, NEW YORK 10018.

**G-III APPAREL  
GROUP, LTD.**

Shareowner Services  
P.O. Box 64945  
St. Paul, MN 55164-0945

Address Change? Mark box, sign, and indicate changes below:

**The Board of Directors Recommends a Vote FOR all listed nominees for directors  
in Proposal 1 and FOR Proposals 2, 3, 4 and 5.**

1. Election of directors: 01 Morris Goldfarb 02 Sammy Aaron 03 Thomas J. Brosig 04 Alan Feller 05 Jeffrey Goldfarb 06 Jeanette Nostra 07 Laura Pomerantz 08 Allen Sirkin 09 Willem van Bokhorst 10 Cheryl L. Vitali 11 Richard White
- Vote FOR all nominees (except as marked)  Vote WITHHELD from all nominees

⬇ Please fold here – Do not separate ⬇

(Instructions: To withhold authority to vote for any indicated nominee, write the number(s) of the nominee(s) in the box provided to the right.)

2. Proposal to approve amendments to the performance-based bonus provision in the Employment Agreement with Morris Goldfarb:  For  Against  Abstain
3. Proposal to approve amendments to the performance-based bonus provision in the Employment Agreement of Sammy Aaron:  For  Against  Abstain
4. Advisory vote to approve the compensation of named executive officers:  For  Against  Abstain
5. Proposal to ratify the appointment of Ernst & Young LLP:  For  Against  Abstain
6. In their discretion upon such other business as may properly come before the meeting and any and all adjournments and postponements thereof.

Shares represented by this Proxy will be voted in accordance with the instructions indicated in items 1, 2, 3, 4 and 5. **If no instruction is indicated, this Proxy will be voted FOR all listed nominees for directors in Proposal No. 1, FOR Proposal No. 2, FOR Proposal No. 3, FOR Proposal No. 4 and FOR Proposal No. 5.** Any and all proxies heretofore given by the undersigned are hereby revoked.

Date \_\_\_\_\_

Signature(s) in Box

Please sign exactly as your name(s) appear hereon. If shares are held by two or more persons each should sign. Trustees, executors and other fiduciaries should indicate their capacity. Shares held by corporations, partnerships, associations, etc. should be signed by an authorized person, giving full title or authority.





**G-III APPAREL GROUP, LTD.**  
**ANNUAL MEETING OF STOCKHOLDERS**  
**Tuesday, June 10, 2014**

**G-III Apparel Group, Ltd.**

**proxy**

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**This Proxy Is Solicited By The Board of Directors For The  
Annual Meeting of Stockholders To Be Held On June 10, 2014**

The undersigned, a stockholder of G-III Apparel Group, Ltd. (the "Corporation"), hereby constitutes and appoints Morris Goldfarb, Wayne S. Miller and Neal S. Nackman and each of them, the true and lawful proxies and attorneys-in-fact of the undersigned, with full power of substitution in each of them, to vote all shares of Common Stock of the Corporation which the undersigned is entitled to vote at the Annual Meeting of Stockholders of the Corporation to be held on Tuesday, June 10, 2014, and at any and all adjournments or postponements thereof, as follows:

*See reverse for voting instructions.*

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