

As filed with the Securities and Exchange Commission on May 4, 1998  
Registration No. 333-

=====

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
-----

FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
-----

G-III APPAREL GROUP, LTD.  
(Exact name of registrant as specified in its charter)

DELAWARE  
(State or other juris-  
diction of incorporation  
or organization)

41-1590959  
(I.R.S. Employer  
Identification  
Number)

345 WEST 37TH STREET  
NEW YORK, NEW YORK 10018  
(212) 629-8830

(Address, including zip code, and telephone number, including area code,  
of registrant's principal executive offices)

G-III APPAREL GROUP, LTD.  
1997 STOCK OPTION PLAN  
(full title of the plan)  
-----

MORRIS GOLDFARB  
CHIEF EXECUTIVE OFFICER  
G-III APPAREL GROUP, LTD.  
345 WEST 37TH STREET  
NEW YORK, NEW YORK 10018  
(212) 629-8830

(Name, address, including zip code, and telephone number, including area  
code, of agent for service)  
-----

Copies of all communications, including all communications sent to the agent  
for service, should be sent to:

NEIL GOLD, ESQ.  
FULBRIGHT & JAWORSKI L.L.P.  
666 FIFTH AVENUE  
NEW YORK, NEW YORK 10103  
(212) 318-3000

-----

CALCULATION OF REGISTRATION FEE

| Title of Securities to be registered        | Amount to be registered (1) | Proposed maximum offering price per share (2) | Proposed maximum aggregate offering price (2) | Amount of registration fee |
|---|-----------------------------|---|---|----------------------------|
| Common Stock \$.01 par value per share..... | 500,000 shares              | \$5.50  | \$2,750,000                                   | \$812                      |

- (1) AN ADDITIONAL INDETERMINABLE NUMBER OF SHARES ARE ALSO BEING REGISTERED TO COVER ANY ADJUSTMENTS REQUIRED BY ANTI-DILUTION PROVISIONS IN THE NUMBER OF SHARES ISSUABLE UPON THE EXERCISE OF OPTIONS GRANTED UNDER THE G-III APPAREL GROUP, LTD. 1997 STOCK OPTION PLAN.
- (2) THE PRICE IS ESTIMATED IN ACCORDANCE WITH RULE 457 (h) (1) UNDER THE SECURITIES ACT OF 1933, AS AMENDED, SOLELY FOR THE PURPOSE OF CALCULATING THE REGISTRATION FEE, BASED ON THE AVERAGE OF THE HIGH AND LOW PRICES OF THE COMMON STOCK AS REPORTED ON THE NASDAQ NATIONAL MARKET ON APRIL 28, 1998.

PART I

INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

The document(s) containing the information specified in Part I of Form S-8 will be sent or given to participating employees as specified in Rule 428(b)(1) of the Securities Act of 1933, as amended (the "Act") and are not being filed with or included in this Form S-8 in accordance with the rules and regulations of this Securities Exchange Commission.

-2-

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents heretofore filed by G-III Apparel Group, Ltd. ("Registrant") with the Securities and Exchange Commission (the "Commission") are incorporated herein by reference:

(a) The Company's Annual Report on Form 10-K for the fiscal year ended January 31, 1998.

(b) The description of the Company's Common Stock contained in the Company's Prospectus dated December 14, 1989, forming a part of the Company's Registration Statement on Form S-1 (File No. 33-31906) filed with the Commission pursuant to Rule 424(b) on December 13, 1989.

In addition to the foregoing, all documents filed by Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities and Exchange Act of 1934 (the "Exchange Act") subsequent to the date of this filing and prior

to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated herein by reference and to be a part thereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes hereof to the extent that a statement contained in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute part of this registration statement.

ITEM 4. DESCRIPTION OF SECURITIES

Not Applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Not Applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The General Corporation Law of the State of Delaware (the "GCL") authorizes Delaware corporations to eliminate or limit the personal liability of a director to the corporation or a stockholder for monetary damages for breach of certain

-3-

fiduciary duties as a director, other than his duty of loyalty to the corporation and its stockholders, or for acts or omissions not in good faith or involving intentional misconduct or knowing violation of law, and the unlawful purchase or redemption of stock or payment of unlawful dividends or the receipt of improper benefits. The ByLaws of the Company at Article VI provide for the indemnification of the officers and directors of the Company to the fullest extent permitted under the GCL. In addition, the Company has executed agreements with the officers and directors of the Company that require the Company to indemnify such individuals for liabilities incurred by them because of an act, omission, neglect or breach of duty committed while acting in the capacity of an officer or director. Insofar as indemnification for liabilities arising under the the Act may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, the Company has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Act and is therefor unenforceable.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Not Applicable.

ITEM 8. EXHIBITS

EXHIBIT NO.  
- - - - -

- 4.1 G-III Apparel Group Ltd. 1997 Stock Option Plan\*
- 5 Opinion of Fulbright & Jaworski L.L.P.
- 23.1 Consent of Grant Thornton
- 24 Power of Attorney (See Signature Page)

- - - - -

\* Previously filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended July 31, 1997, which exhibit is incorporated herein by reference.

(a) The undersigned Registrant hereby undertakes:

-4-

(1) To file, during any period in which offers or sales are being made of the securities registered hereby, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth herein. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed herein or any material change to such information in this registration statement;

provided, however, that the undertakings set forth in paragraphs (i) and (ii) above do not apply if the registration statement is on Form S-3 or Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement;

(2) That for the purpose of determining any liability under the Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Act, each filing of the Registrant's annual report

-5-

applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Act, and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted against the Registrant by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

-6-

#### SIGNATURES

Pursuant to the requirements of the Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, New York on the 30th day of April, 1998.

G-III APPAREL GROUP, LTD.

By: /s/ Morris Goldfarb

-----  
Morris Goldfarb  
Chief Executive Officer

#### POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Morris Goldfarb and Alan Feller and each of them, his true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same with all exhibits thereto, and all documents in connection therewith, with the Commission, granting said attorney-in-fact and agent, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or either of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Act, this Registration Statement has been signed by the following persons in the capacities and on the date(s) indicated.

-7-

|   |   |                |
|---|---|----------------|
| /s/ Morris Goldfarb<br>-----<br>(Morris Goldfarb)       | Co-Chairman of the<br>Board and Chief<br>Executive Officer<br>(Principal Executive<br>Officer) and Director             | April 30, 1998 |
| /s/ Alan Feller<br>-----<br>(Alan Feller)               | Executive Vice President,<br>Treasurer and Secretary<br>(Principal Financial<br>and Accounting<br>Officer) and Director | April 30, 1998 |
| /s/ Aron Goldfarb<br>-----<br>(Aron Goldfarb)           | Director and<br>Co-Chairman of the<br>Board of Directors  | April 30, 1998 |
| /s/ Lyle Berman<br>-----<br>(Lyle Berman)               | Director  | April 30, 1998 |
| /s/ Sigmund Weiss<br>-----<br>(Sigmund Weiss)           | Director  | April 30, 1998 |
| /s/ Thomas J. Brosig<br>-----<br>(Thomas J. Brosig)     | Director  | April 30, 1998 |
| -----<br>(Willem von Bokhorst)                          | Director  | April , 1998   |
| /s/ George J. Winchell<br>-----<br>(George J. Winchell) | Director  | April 30, 1998 |
| /s/ Carl Katz<br>-----<br>(Carl Katz)                   | Director  | April 30, 1998 |

-8-

INDEX TO EXHIBITS

EXHIBIT NO.  
-----

|      |  |
|------|--|
| 4.1  | G-III Apparel Group Ltd. 1997 Stock Option Plan* |
| 5    | Opinion of Fulbright & Jaworski L.L.P.           |
| 23.1 | Consent of Grant Thornton                        |
| 24   | Power of Attorney (See Signature Page)           |

-----

\* Previously filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended July 31, 1997, which exhibit is incorporated herein by reference.

-9-

|                              |  |                  |
|------------------------------|--|------------------|
| TELEPHONE: 212/318-3000      | FULBRIGHT & JAWORSKI                       |                  |
| FACSIMILE: 212/752-5958      | L. L. P.                                   |                  |
| WRITER'S INTERNET ADDRESS:   | A Registered Limited Liability Partnership | HOUSTON          |
| @FULBRIGHT.COM               | 666 FIFTH AVENUE                           | WASHINGTON, D.C. |
| WRITER'S DIRECT DIAL NUMBER: | NEW YORK, NEW YORK 10103-3198              | AUSTIN           |
|                              |  | SAN ANTONIO      |
|                              |  | DALLAS           |
|                              |  | NEW YORK         |
|                              |  | LOS ANGELES      |
|                              |  | LONDON           |
|                              |  | HONG KONG        |

April 30, 1998

G-III Apparel Group, Ltd.  
345 West 37th Street  
New York, New York 10018

Gentlemen:

We refer to the Registration Statement on Form S-8 (the "Registration Statement") to be filed by G-III Apparel Group, Ltd. (the "Company") with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Act"), relating to 500,000 shares of Common Stock of the Company, par value, \$.01 per share (collectively, the "Shares") which may be issued under the Company's 1997 Stock Option Plan (the "1997 Plan").

As counsel for the Company, we have examined such corporate records, documents and such questions of law as we have considered necessary or appropriate for the purposes of this opinion and, upon the basis of such examination, advise you that in our opinion, all necessary corporate proceedings by the Company have been duly taken to authorize the issuance of the Shares pursuant to the 1997 Plan, and that the Shares being registered pursuant to the Registration Statement, when issued and paid for under the terms of the 1997 Plan, will be duly authorized, legally issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. This consent is not to be construed as an admission that we are a person whose consent is required to be filed with the Registration Statement under the provisions of the Act.

Sincerely yours,

FULBRIGHT & JAWORSKI L.L.P

CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

We have issued our report dated April 13, 1998 accompanying the consolidated financial statements and schedule of G-III Apparel Group, Ltd. and Subsidiaries, included in the Annual Report on Form 10-K for the year ended January 31, 1998, which is incorporated by reference in this Registration Statement. We consent to the incorporation by reference in the Registration Statement of the aforementioned report.

New York, New York  
April 30, 1998