

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

Form 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 7, 2004

G-III Apparel Group, Ltd.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

0-18183
(Commission File Number)

41-1590959
(IRS Employer Identification No.)

512 Seventh Avenue
New York, NY 10018
(Address of Principal Executive Offices)

Registrant's telephone number, including area code: (212) 403-0500

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-14(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On September 9, 2004, the Company announced its results of operations for the second fiscal quarter ended July 31, 2004. A copy of the press release issued by the Company relating thereto is furnished herewith as Exhibit 99.1.

ITEM 2.05 COSTS ASSOCIATED WITH EXIT OR DISPOSAL ACTIVITIES

On September 7, 2004, we committed to attempt to sell our 39% interest in a joint venture which operates a factory located in Qingdao, China. As a result of this decision, we recorded a non-cash charge of \$882,000

that will be reflected in our results of operations for the three months ended July 31, 2004.

As of July 31, 2004, the carrying amount of our investment in this joint venture was approximately \$1.1 million. We account for our interest in this joint venture based on the equity method and recorded a loss on the joint venture of approximately \$129,000 for the six months ended July 31, 2004. This loss represents 39% of the total net losses of \$330,000 of the joint venture for the six months ended July 31, 2004 compared to a net profit for the joint venture of \$167,000 for the six months ended July 31, 2003.

Our joint venture partner has advised us that, based on the factory's current operations, the joint venture may continue to generate losses for the foreseeable future. A review of the operations of the factory is being undertaken by management of the joint venture to determine whether cost cutting measures or other operating efficiencies could return the factory to profitability. There are no assurances that this review will result in future profits for the joint venture.

Based upon the prospect of the factory continuing to generate losses, we believe that the best course of action for us is to attempt to sell our interest in the joint venture. We believe this decision will also provide us with more flexibility by allowing us to outsource all of our manufacturing. Our estimate of the charge represents the difference between our investment in the joint venture as of July 31, 2004 and the estimated proceeds we would receive on sale of this joint venture interest. We do not believe that this charge will result in future cash expenditures.

We believe that we will be able to complete a sale of the joint venture interest by January 31, 2005, the end of our current fiscal year. However, there is no assurance that we will be able to complete this sale by that date, if at all, or at the sale price we have estimated.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(a) Financial Statements.

None.

(b) Pro Forma Financial Information.

None.

(c) Exhibits

- 99.1. Press Release of G-III Apparel Group, Ltd. (the "Company") issued on September 9, 2004 relating to its second quarter fiscal 2005 results.

Limitation on Incorporation by Reference

In accordance with General Instruction B.2 of Form 8-K, the information reported under Item 2.02 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except as shall be expressly set forth by specific reference in such a filing.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

G-III Apparel Group, Ltd.

By: /s/ Wayne Miller

Wayne S. Miller
Chief Financial Officer

Dated: September 9, 2004

G-III APPAREL GROUP, LTD.

For: G-III Apparel Group, Ltd.

Contact: Investor Relations
James Palczynski
(203) 222-9013

G-III Apparel Group, Ltd.
Wayne S. Miller, Chief Financial Officer
(212) 403-0500

G-III APPAREL GROUP, LTD. ANNOUNCES SECOND QUARTER FISCAL 2005 RESULTS

New York, New York - September 9, 2004 -- G-III Apparel Group, Ltd. (Nasdaq: GIII) today announced operating results for the second quarter of fiscal 2005.

For the three-month period ended July 31, 2004, G-III reported net sales of \$43.9 million and a net loss of \$1.7 million, or \$0.23 per share, compared to net sales of \$45.3 million and net income of \$2.7 million, or \$0.37 per diluted share, during the comparable period last year. For the six-month period ended July 31, 2004, G-III reported net sales of \$60.4 million and a net loss of \$6.5 million, or \$0.91 per share, compared to net sales of \$64.0 million and net income of \$91,000, or \$0.01 per diluted share, during the comparable period last year.

The current three and six month periods include a non-cash charge of \$882,000, equal to \$0.12 per share, associated with the Company's decision to attempt to sell its joint venture interest in a factory in China. The amount of the charge represents the difference between the Company's current investment of \$1.1 million in the joint venture and the estimated proceeds it would receive on sale of this joint venture interest.

Mr. Goldfarb, G-III's Chief Executive Officer, said, "The decision to sell our share of our 39% joint venture interest in our manufacturing facility in China is primarily due to current losses and the expectation of continuing losses for the foreseeable future. We believe this will also provide us with more flexibility by allowing us to outsource all of our production. It is our intention to continue to contract with this facility as a key resource."

Morris Goldfarb continued, "While our second quarter results continued to be challenged by a sharp reduction in our higher margin fashion sports business, they were in line with our plan. Based on good rates of order growth, a strong consumer appetite for fashion and positive preliminary feedback with respect to our fall lines, we believe that we are positioned for a solid second half. While our full year results will not reach last year's level as a result of the losses in the first half, we expect to see profit growth in the second half of the year as compared

to last year. Our focus will continue to be on creating compelling product that offers value to consumers, executing well, maintaining strong customer relationships, and seeking new growth opportunities across our portfolio of businesses. We continue to benefit from a position as one of the world's largest and highest quality outerwear manufacturers and believe that this will lead to opportunities for growth, diversification, and value for our shareholders."

Also today, G-III Apparel Group issued guidance for the fiscal year ending January 31, 2005. For the fiscal year, the Company is forecasting net sales of approximately \$215 million and diluted net income per share between \$0.38 and \$0.43. This forecast includes the effects of the previously discussed charge of \$882,000, equal to \$0.12 per share.

ABOUT G-III APPAREL GROUP, LTD.

G-III Apparel Group, Ltd. is a leading manufacturer and distributor of outerwear and sportswear under licensed labels, our own labels and private labels. The Company has fashion licenses with Kenneth Cole, Nine WEST, Timberland, Cole Haan, Cece Cord, Jones Apparel, Sean John, Bill Blass, and James Dean and sports licenses with the National Football League, National Hockey League, National Basketball Association, Major League Baseball, Louisville Slugger, NASCAR, World Poker Tour and more than 60 universities nationwide. Company-owned labels include, among others, Black Rivet, Colebrook and Siena Studio.

Statements concerning the Company's business outlook or future economic performance, anticipated revenues, expenses or other financial items; product introductions and plans and objectives related thereto; and statements concerning assumptions made or expectations as to any future events, conditions, performance or other matters are "forward-looking statements" as that term is defined under the Federal Securities laws. Forward-looking statements are subject to risks, uncertainties and factors include, but are not limited to, reliance on foreign manufacturers, the nature of the apparel industry, including changing customer demand and tastes, reliance on licensed product, seasonality, customer acceptance of new products, the impact of competitive products and pricing, dependence on existing management, general economic conditions, as well as other risks detailed in the Company's filings with the Securities and Exchange Commission. The Company assumes no obligation to update the information in this release

(FINANCIAL TABLE TO FOLLOW)

G-III APPAREL GROUP, LTD.
SECOND QUARTER RESULTS OF FISCAL 2005

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G-III APPAREL GROUP, LTD. AND SUBSIDIARIES
(NASDAQ:GIII)

CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands, except share and per share amounts)
(Unaudited)

	Three Months Ended		Six Months Ended	
	7/31/04	7/31/03	7/31/04	7/31/03
	-----	-----	-----	-----
Net sales	\$ 43,892	\$ 45,299	\$ 60,413	\$ 64,011
Cost of sales	33,354	29,618	48,113	43,976
Gross profit	10,538	15,681	12,300	20,035
Selling, general and administrative expenses	11,707	10,844	21,864	19,603
Write down of equity investment	882		882	
Operating profit (loss)	(2,051)	4,837	(10,446)	432
Interest and financing charges, net	197	230	270	278
Income (loss) before income taxes	(2,248)	4,607	(10,716)	154
Income tax expense (benefit)	(588)	1,889	(4,229)	63
Net income (loss)	\$ (1,660)	\$ 2,718	\$ (6,487)	\$ 91
Basic net income (loss) per common share	\$ (0.23)	\$ 0.40	\$ (0.91)	\$ 0.01
Diluted net income (loss) per common share	\$ (0.23)	\$ 0.37	\$ (0.91)	\$ 0.01
Weighted average shares outstanding:				
Basic	7,162,467	6,879,920	7,140,701	6,877,909
Diluted	7,162,467	7,385,396	7,140,701	7,325,347
BALANCE SHEET DATA (IN THOUSANDS):			At July 31,	At July 31,
			-----	-----
			2004	2003
Working Capital			\$52,658	\$47,480
Cash			680	434
Inventory			50,507	59,393
Total Assets			106,437	115,017

Outstanding Borrowings	21,765	33,298
Total Shareholders' Equity	\$59,142	\$55,874