

G III APPAREL GROUP LTD /DE/

Form 8-K

June 12, 2014

**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): June 10, 2014**

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

(Exact name of registrant as specified in its charter)

**Delaware**

**0-18183**

**41-1590959**

(State or other jurisdiction (Commission File Number) (IRS Employer  
of incorporation) Identification No.)

**512 Seventh Avenue**

**10018**

**New York, New York**

(Zip Code)

(Address of principal executive offices)

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

**Not Applicable**

(Former name or former address, if changed since last report)

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-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) On June 10, 2014, the Compensation Committee of the Board of Directors of G-III Apparel Group, Ltd. (the “Company”) approved an increase in the base salary of Wayne Miller, the Company’s Chief Operating Officer, from \$500,000 to \$750,000 per annum, effective July 1, 2014.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The Company held its Annual Meeting of Stockholders on June 10, 2014. A total of 20,028,430 shares were represented in person or by proxy at the 2014 Annual Meeting of Stockholders and the Company’s stockholders took the following actions:

Proposal No. 1: Election of Directors

The Company’s stockholders elected each of the eleven nominees for director to serve until the next Annual Meeting of Stockholders and until their respective successors shall have been duly elected and qualified based on the following votes:

| <b>Name</b>      | <b>Votes For</b> | <b>Votes Withheld</b> | <b>Broker Non-Votes</b> |
|------------------|------------------|-----------------------|-------------------------|
| Morris Goldfarb  | 17,994,248       | 823,297               | 1,210,885               |
| Sammy Aaron      | 17,854,601       | 962,944               | 1,210,885               |
| Thomas J. Brosig | 18,309,047       | 508,498               | 1,210,885               |
| Alan Feller      | 18,397,586       | 419,959               | 1,210,885               |
| Jeffrey Goldfarb | 17,855,627       | 961,918               | 1,210,885               |
| Jeanette Nostra  | 15,199,731       | 3,617,814             | 1,210,885               |
| Laura Pomerantz  | 18,446,868       | 370,677               | 1,210,885               |
| Allen Sirkin     | 18,526,023       | 291,522               | 1,210,885               |

|                     |            |         |           |
|---------------------|------------|---------|-----------|
| Willem van Bokhorst | 18,161,562 | 655,983 | 1,210,885 |
| Cheryl Vitali       | 18,594,353 | 223,192 | 1,210,885 |
| Richard White       | 18,130,630 | 686,915 | 1,210,885 |

Proposal No. 2: Proposed Amendments to the Performance-Based Bonus Provisions in the Employment Agreement with Morris Goldfarb

The Company's stockholders approved the proposed amendments to the performance-based bonus provisions in the employment agreement with Morris Goldfarb by the following vote:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 18,693,396       | 103,660              | 20,489             | 1,210,885               |

Proposal No. 3: Proposed Amendments to the Performance-Based Bonus Provisions in the Employment Agreement with Sammy Aaron

The Company's stockholders approved the proposed amendments to the performance-based bonus provisions in the employment agreement with Sammy Aaron by the following vote:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 18,676,049       | 105,411              | 36,085             | 1,210,885               |

Proposal No. 4: Advisory Vote on Compensation of the Company's Named Executive Officers

The Company's stockholders approved, on an advisory (non-binding) basis, the compensation of the Company's named executive officers by the following vote:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 15,479,411       | 3,317,311            | 20,823             | 1,210,885               |

The Company's Board of Directors and Compensation Committee will consider the results of this advisory vote in making future decisions on named executive officer compensation.

Proposal No. 5: Ratification of Independent Registered Public Accounting Firm

The Company's stockholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending January 31, 2015 based on the following votes:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 19,499,205       | 501,837              | 27,388             | 1,210,885               |

SIGNATURE

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.

Date: June 12, 2014

By: /s/ Neal S. Nackman  
Name: Neal S. Nackman  
Title: Chief Financial Officer