

G III APPAREL GROUP LTD /DE/
Form 8-K
February 01, 2007

**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) January 30, 2007

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, New York
(Address of principal executive offices)

10018
(Zip Code)

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 1.01

Entry Into a Material Agreement.

On January 30, 2007, G-III Apparel Group, Ltd. (the Company) and its subsidiary, G-III Leather Fashions, Inc. (G-III Leather) executed an Amendment to Stock Purchase Agreement (the MR Amendment) that amended the Stock Purchase Agreement (the SPA), dated July 11, 2005, by and among Sammy Aaron, Andrew Reid, Lee Lipton and John Pollack (collectively the Marvin Richards Shareholders), Sammy Aaron, as Sellers Representative, G-III Leather and the Company.

Pursuant to the SPA, the Company acquired Marvin Richards, an outerwear manufacturer and supplier. After the acquisition, Sammy Aaron became an executive officer and director of the Company and the president of the Company's Marvin Richards division and each of Lee Lipton and Andrew Reid became a vice president of the Company's Marvin Richards division. Each of Messrs. Aaron, Lipton and Reid is a Marvin Richards Shareholder who is a party to the MR Amendment.

The SPA provided for, among other things, certain payments to the Marvin Richards Shareholders based on the performance of the Marvin Richards division through the fiscal year ending January 31, 2009. The MR Amendment, which amends this provision for the fiscal years ending January 31, 2008 and 2009, provides that payments to the Marvin Richards Shareholders will be based on the operations of (1) the Company's Calvin Klein division, which previously was part of the Marvin Richards division, and (2) the combined operations of the Company's Marvin Richards division, excluding the new Calvin Klein division, and the Company's Winlit division.

On January 30, 2007, the Company and G-III Leather executed an Amendment to Asset Purchase Agreement (the Winlit Amendment) that amended the Asset Purchase Agreement (the APA), dated July 11, 2005, by and among Stusam, Inc., a New York corporation formerly known as Winlit Group, Ltd. (Winlit), David Winn and Richard Madris, G-III Leather and the Company.

Pursuant to the APA, the Company acquired the assets of Winlit, a supplier of outerwear. After the acquisition, David Winn became the president of the Company's Winlit division. Mr. Winn is a party to the Winlit Amendment.

The APA provided for, among other things, certain payments to Winlit based on the performance of the Winlit division through the fiscal year ending January 31, 2009. The Winlit Amendment, which amends this provision for the fiscal years ending January 31, 2008 and 2009, provides that payments to Winlit will be based on the combined operations of the Company's Marvin Richards and Winlit divisions.

The MR Amendment and Winlit Amendment are intended to enable the Company to operate the Marvin Richards and Winlit divisions on a combined basis in order to increase internal efficiencies. A copy of the MR Amendment is attached hereto as Exhibit 10.1. A copy of the Winlit Amendment is attached hereto as Exhibit 10.2.

Item 9.01

Financial Statements and Exhibits.

(d)

Exhibits.

- 10.1 Amendment to Stock Purchase Agreement, dated January 30, 2007, amending the Stock Purchase Agreement, dated July 11, 2005, by and among Sammy Aaron, Andrew Reid, Lee Lipton, John Pollack, Sammy Aaron, as Sellers' Representative, G-III Leather Fashions, Inc and G-III Apparel Group, Ltd.
- 10.2 Amendment to Asset Purchase Agreement, dated January 30, 2007, amending the Asset Purchase Agreement, dated July 11, 2005, by and among Stusam, Inc., a New York corporation formerly known as Winlit Group, Ltd., David Winn and Richard Madris, G-III Leather Fashions, Inc. and G-III Apparel Group, Ltd.

EXHIBIT INDEX

Exhibit <u>No.</u>	<u>Description</u>
10.1	Amendment to Stock Purchase Agreement, dated January 30, 2007, amending the Stock Purchase Agreement, dated July 11, 2005, by and among Sammy Aaron, Andrew Reid, Lee Lipton, John Pollack, Sammy Aaron, as Sellers Representative, G-III Leather Fashions, Inc and G-III Apparel Group, Ltd.
10.2	Amendment to Asset Purchase Agreement, dated January 30, 2007, amending the Asset Purchase Agreement, dated July 11, 2005, by and among Stusam, Inc., a New York corporation formerly known as Winlit Group, Ltd., David Winn and Richard Madris, G-III Leather Fashions, Inc. and G-III Apparel Group, Ltd.

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: February 1, 2007

By: /s/ Neal S. Nackman

Name: Neal S. Nackman

Title: Chief Financial Officer