

G III APPAREL GROUP LTD /DE/

Form 8-K

June 05, 2013

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 4, 2013

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 5.07 Submission of Matters to a Vote of Security Holders.

The Company held its Annual Meeting of Stockholders on June 4, 2013. A total of 19,219,210 shares were represented in person or by proxy at the 2013 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 ten 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:

| Name | Votes For | Votes Withheld | Broker Non-Votes |
|---------------------|------------|----------------|------------------|
| Morris Goldfarb | 18,026,608 | 500,263 | 692,339 |
| Sammy Aaron | 17,993,303 | 533,568 | 692,339 |
| Thomas J. Brosig | 18,190,067 | 336,804 | 692,339 |
| Alan Feller | 18,259,551 | 267,320 | 692,339 |
| Jeffrey Goldfarb | 17,905,984 | 620,887 | 692,339 |
| Laura Pomerantz | 15,516,405 | 3,010,466 | 692,339 |
| Allen Sirkin | 18,309,465 | 217,406 | 692,339 |
| Willem van Bokhorst | 15,516,310 | 3,010,561 | 692,339 |
| Cheryl Vitali | 8,458,088 | 10,068,783 | 692,339 |
| Richard White | 15,399,543 | 3,127,328 | 692,339 |

Proposal No. 2: 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:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 14,710,786 | 3,789,041 | 27,044 | 692,339 |

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. 3: 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, 2014 based on the following votes:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 19,152,103 | 39,933 | 27,174 | |

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 5, 2013

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