G III APPAREL GROUP LTD /DE/

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Form SC 13G/A	
February 11, 2005	

SECURITIES AND EXCHANGE COMMISSION	
WASHINGTON, D. C. 20549	
SCHEDULE 13G	
(Amendment No. 4)	
G-III Apparel Group, Ltd.	
(Name of Issuer)	
Common Stock, \$.01 Par Value Per Share	
(Title of Class of Securities)	
362-37H-101	
(CUSIP Number of Class of Securities)	
December 31, 2004	
Check the appropriate box to designate the rule pursuant to which t is filed: [] RULE 13d-1(b) [X] RULE 13d-1(c) [] RULE 13d-1(d)	
CUSIP No. 362-37H-101 Page	2 of 11 Pages
1. NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
Wynnefield Partners Small Cap Value, L.P. 13-3688497	
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [_] (b) [X] Reporting person is affiliated with other persons.	
3. SEC USE ONLY	

4.	CITIZENSH	IP OF	R PLACE OF ORGANIZATION
	Delaware		
NU	MBER OF	5.	SOLE VOTING POWER
S	HARES		163,960 Shares
BENE	FICIALLY	6.	SHARED VOTING POWER
OW	NED BY		
	EACH	7.	SOLE DISPOSITIVE POWER
RE	PORTING		163,960 Shares
P	ERSON	8.	SHARED DISPOSITIVE POWER
	WITH		
9.	AGGREGATE	AMOU	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	163,960 S	hares	3
10.	CHECK BOX	IF T	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
11.	PERCENT O		ASS REPRESENTED BY AMOUNT IN ROW 9
12.	TYPE OF R	EPORT	TING PERSON*
	PN		
CUSI	P No. 362-	37н-1	Page 3 of 11 Pages
1.			TING PERSONS FICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
	Wynnefiel	d Par	etners Small Cap Value, L.P. I 13-3953291
2.	(a) [_]		ROPRIATE BOX IF A MEMBER OF A GROUP*

3. SEC USE ONLY

4.	CITIZENSHI	TP OR	PLACE OF ORGANIZATION	
	Delaware			
NUN	MBER OF	5.	SOLE VOTING POWER	
SI	HARES		209,297 Shares	
BENEI	FICIALLY	6.	SHARED VOTING POWER	
IWO	NED BY			
Ε	EACH	7.	SOLE DISPOSITIVE POWER	
REI	PORTING		209,297 Shares	
PI	ERSON	8.	SHARED DISPOSITIVE POWER	
Ţ	WITH			
9.	AGGREGATE	AMOU	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	209,297 Sh	nares		
10.	CHECK BOX	TF T	HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	
	onder bon			[_]
11.	PERCENT OF	F CLA	SS REPRESENTED BY AMOUNT IN ROW 9	
	2.9% of Co	ommon	Stock	
12.	TYPE OF RE	EPORT	ING PERSON*	
	PN			
CUSI	P No. 362-3	37H-1	01 Page 4 of 11	Pages
1.			ING PERSONS ICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
	Wynnefield	d Sma	ll Cap Value Offshore Fund, Ltd. (No IRS Identification	No.)
2.		APPR	DPRIATE BOX IF A MEMBER OF A GROUP*	
	(a) [_] (b) [X] F	Repor	ting person is affiliated with other persons.	

3. SEC US	E ONLY		
4. CITIZE	NSHIP OF	PLACE OF ORGANIZATION	
Cayman	Islands		
NUMBER OF	5.	SOLE VOTING POWER	
SHARES		81,400 Shares	
BENEFICIALL	Y 6.	SHARED VOTING POWER	
OWNED BY			
EACH	7.	SOLE DISPOSITIVE POWER	
REPORTING		81,400 Shares	
PERSON	8.	SHARED DISPOSITIVE POWER	
WITH			
10. CHECK		HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES SS REPRESENTED BY AMOUNT IN ROW 9 Stock	CERTAIN SHARES*
12. TYPE O	F REPORT	ING PERSON*	
CUSIP No. 3	62-37н-1	01	Page 5 of 11 Pages
I.R.S.	IDENTIF	ING PERSONS ICATION NO. OF ABOVE PERSONS (ENTITIES rship II, L.P. 22-3215653	ONLY)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(b) [X]	Repoi	rting person is affiliated with other persons.			
3. SEC USE O	NLY				
4. CITIZENSH New York	IP OF	R PLACE OF ORGANIZATION			
NUMBER OF	5.	SOLE VOTING POWER			
SHARES		9,100 Shares			
BENEFICIALLY	6.	SHARED VOTING POWER			
OWNED BY					
EACH	7.	SOLE DISPOSITIVE POWER			
REPORTING		9,100 Shares			
PERSON	8.	SHARED DISPOSITIVE POWER			
WITH					
9. AGGREGATE	AMOU	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
9,100 Sha	res				
10. CHECK BOX	IF 7	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN	SHARE	ES*	
				[_]
11. PERCENT O	F CLA	ASS REPRESENTED BY AMOUNT IN ROW 9			
0.1% of C	ommor	n Stock			
12. TYPE OF R	EPORT	IING PERSON*			
PN					
CUSIP No. 362-	37H-1	101 Page	6 of	11 P	ages

^{1.} NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Wynnefield Capital Management, LLC 13-4018186

	<u> </u>	
(a) [_]	APPROPRIATE BOX IF A MEMBER OF A GROUP* Reporting person is affiliated with other persons.	
(2) [21]	exporting person is difficult with other persons.	
3. SEC USE O	NLY	
4. CITIZENSH	IP OR PLACE OF ORGANIZATION	
New York		
NUMBER OF	5. SOLE VOTING POWER	
SHARES	373,257 Shares	
BENEFICIALLY	6. SHARED VOTING POWER	
OWNED BY		
EACH	7. SOLE DISPOSITIVE POWER	-
REPORTING	373,257 Shares	
PERSON	8. SHARED DISPOSITIVE POWER	
WITH		
9. AGGREGATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
373,257 S	hares	
10. CHECK BOX	IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	
	[_]	
11. PERCENT O	F CLASS REPRESENTED BY AMOUNT IN ROW 9	
5.2% of Co	ommon Stock(1)	
12. TYPE OF RI	EPORTING PERSON*	
OO (Limite	ed Liability Company)	
these shares wl	Capital Management, LLC holds an indirect beneficial interest in hich are directly beneficially owned by Wynnefield Partners Small . and Wynnefield Partners Small Cap Value, L.P. I.	

4. CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands NUMBER OF 5. SOLE VOTING POWER SHARES 81,400 Shares BENEFICIALLY 6. SHARED VOTING POWER OWNED BY EACH 7. SOLE DISPOSITIVE POWER REPORTING 81,400 Shares PERSON 8. SHARED DISPOSITIVE POWER WITH 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 81,400 Shares 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [_] 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 1.1% of Common Stock(1)			
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [_] (b) [X] Reporting person is affiliated with other persons. 3. SEC USE ONLY 4. CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands NUMBER OF 5. SOLE VOTING POWER SHARES 81,400 Shares BENEFICIALLY 6. SHARED VOTING POWER OWNED BY EACH 7. SOLE DISPOSITIVE POWER REPORTING 81,400 Shares PERSON 8. SHARED DISPOSITIVE POWER WITH 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 81,400 Shares 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [_] 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 1.1% of Common Stock(1) 12. TYPE OF REPORTING PERSON* CO (1) Wynnefield Capital, Inc. holds an indirect beneficial interest in these shares which are directly beneficially owned by Wynnefield Small Cap Value	1.		
(a) [_] (b) IX] Reporting person is affiliated with other persons. 3. SEC USE ONLY 4. CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands NUMBER OF 5. SOLE VOTING POWER SHARES 81,400 Shares BENEFICIALLY 6. SHARED VOTING POWER OWNED BY EACH 7. SOLE DISPOSITIVE POWER REPORTING 81,400 Shares PERSON 8. SHARED DISPOSITIVE POWER WITH 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 81,400 Shares 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [_] 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 1.1% of Common Stock(1) 12. TYPE OF REPORTING PERSON* CO (1) Wynnefield Capital, Inc. holds an indirect beneficial interest in these shares which are directly beneficially owned by Wynnefield Small Cap Value		Wynnefiel	d Capital, Inc. (No IRS Identification No.)
(a) [_] (b) IX] Reporting person is affiliated with other persons. 3. SEC USE ONLY 4. CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands NUMBER OF 5. SOLE VOTING POWER SHARES 81,400 Shares BENEFICIALLY 6. SHARED VOTING POWER OWNED BY EACH 7. SOLE DISPOSITIVE POWER REPORTING 81,400 Shares PERSON 8. SHARED DISPOSITIVE POWER WITH 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 81,400 Shares 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [_] 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 1.1% of Common Stock(1) 12. TYPE OF REPORTING PERSON* CO (1) Wynnefield Capital, Inc. holds an indirect beneficial interest in these shares which are directly beneficially owned by Wynnefield Small Cap Value		CHECK THE	ADDDODDIATE DOV TE A MEMBER OF A CROUD+
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OWNED BY EACH 7. SOLE DISPOSITIVE POWER REPORTING 81,400 Shares PERSON 8. SHARED DISPOSITIVE POWER WITH 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 81,400 Shares 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [_] 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 1.1% of Common Stock(1) 12. TYPE OF REPORTING PERSON* CO (1) Wynnefield Capital, Inc. holds an indirect beneficial interest in these shares which are directly beneficially owned by Wynnefield Small Cap Value	S	HARES	81,400 Shares
REPORTING REPORTING 81,400 Shares PERSON 8. SHARED DISPOSITIVE POWER WITH 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 81,400 Shares 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [_] 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 1.1% of Common Stock(1) 12. TYPE OF REPORTING PERSON* CO (1) Wynnefield Capital, Inc. holds an indirect beneficial interest in these shares which are directly beneficially owned by Wynnefield Small Cap Value	BENE	FICIALLY	6. SHARED VOTING POWER
REPORTING PERSON 8. SHARED DISPOSITIVE POWER WITH 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 81,400 Shares 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [_] 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 1.1% of Common Stock(1) 12. TYPE OF REPORTING PERSON* CO (1) Wynnefield Capital, Inc. holds an indirect beneficial interest in these shares which are directly beneficially owned by Wynnefield Small Cap Value	OW	NED BY	
PERSON 8. SHARED DISPOSITIVE POWER WITH 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 81,400 Shares 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [_] 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 1.1% of Common Stock(1) 12. TYPE OF REPORTING PERSON* CO (1) Wynnefield Capital, Inc. holds an indirect beneficial interest in these shares which are directly beneficially owned by Wynnefield Small Cap Value		EACH	7. SOLE DISPOSITIVE POWER
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 81,400 Shares 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [_] 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 1.1% of Common Stock(1) 12. TYPE OF REPORTING PERSON* CO (1) Wynnefield Capital, Inc. holds an indirect beneficial interest in these shares which are directly beneficially owned by Wynnefield Small Cap Value	RE	PORTING	81,400 Shares
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 81,400 Shares 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [_] 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 1.1% of Common Stock(1) 12. TYPE OF REPORTING PERSON* CO (1) Wynnefield Capital, Inc. holds an indirect beneficial interest in these shares which are directly beneficially owned by Wynnefield Small Cap Value	Р	ERSON	8. SHARED DISPOSITIVE POWER
81,400 Shares 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [_] 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 1.1% of Common Stock(1) 12. TYPE OF REPORTING PERSON* CO (1) Wynnefield Capital, Inc. holds an indirect beneficial interest in these shares which are directly beneficially owned by Wynnefield Small Cap Value		WITH	
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [_] 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 1.1% of Common Stock(1) 12. TYPE OF REPORTING PERSON* CO (1) Wynnefield Capital, Inc. holds an indirect beneficial interest in these shares which are directly beneficially owned by Wynnefield Small Cap Value	9.	AGGREGATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
[_] 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 1.1% of Common Stock(1) 12. TYPE OF REPORTING PERSON* CO (1) Wynnefield Capital, Inc. holds an indirect beneficial interest in these shares which are directly beneficially owned by Wynnefield Small Cap Value		81,400 Sh	nares
[_] 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 1.1% of Common Stock(1) 12. TYPE OF REPORTING PERSON* CO (1) Wynnefield Capital, Inc. holds an indirect beneficial interest in these shares which are directly beneficially owned by Wynnefield Small Cap Value			
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 1.1% of Common Stock(1) 12. TYPE OF REPORTING PERSON* CO (1) Wynnefield Capital, Inc. holds an indirect beneficial interest in these shares which are directly beneficially owned by Wynnefield Small Cap Value	10.	CHECK BOX	K IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
1.1% of Common Stock(1) 12. TYPE OF REPORTING PERSON* CO (1) Wynnefield Capital, Inc. holds an indirect beneficial interest in these shares which are directly beneficially owned by Wynnefield Small Cap Value			
1.1% of Common Stock(1) 12. TYPE OF REPORTING PERSON* CO (1) Wynnefield Capital, Inc. holds an indirect beneficial interest in these shares which are directly beneficially owned by Wynnefield Small Cap Value	11.	PERCENT (DE CLASS REPRESENTED BY AMOUNT IN ROW 9
12. TYPE OF REPORTING PERSON* CO (1) Wynnefield Capital, Inc. holds an indirect beneficial interest in these shares which are directly beneficially owned by Wynnefield Small Cap Value			
(1) Wynnefield Capital, Inc. holds an indirect beneficial interest in these shares which are directly beneficially owned by Wynnefield Small Cap Value		1.10 01 (OMMON SLOCK(I)
(1) Wynnefield Capital, Inc. holds an indirect beneficial interest in these shares which are directly beneficially owned by Wynnefield Small Cap Value	12.	TYPE OF F	REPORTING PERSON*
shares which are directly beneficially owned by Wynnefield Small Cap Value		СО	
shares which are directly beneficially owned by Wynnefield Small Cap Value			

CUSIP No. 362-	37H-101	Page	8 of 1	ll Pages
	EPORTING PERSONS ENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONL	Y)		
(a) [<u> </u>]	APPROPRIATE BOX IF A MEMBER OF A GROUP* Reporting person is affiliated with other perso	ons.		
3. SEC USE OF	NLY			
	IP OR PLACE OF ORGANIZATION ates of America			
NUMBER OF	5. SOLE VOTING POWER			
SHARES	9,100 Shares			
BENEFICIALLY	6. SHARED VOTING POWER			
OWNED BY				
EACH	7. SOLE DISPOSITIVE POWER			
REPORTING	9,100 Shares			
PERSON	8. SHARED DISPOSITIVE POWER			
WITH				
9. AGGREGATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PE	RSON		
9,100 Sha	res (1)			
10. CHECK BOX	IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CE	RTAIN	SHARES	S* [_]
11. PERCENT OF	F CLASS REPRESENTED BY AMOUNT IN ROW 9			
0.1% of C	ommon Stock(1)			

12. TYPE OF REPORTING PERSON*

(1) Nelson Obus, as general partner of Channel Partnership II, L.P., holds an indirect beneficial interest in these shares which are directly beneficially owned by Channel Partnership II, L.P.
ITEM 1(a). Name of Issuer:
G-III Apparel Group, Ltd.
ITEM 1(b). Address of Issuer's Principal Executive Offices:
512 Seventh Avenue, New York, New York 10018
ITEM 2(a). Names of Persons Filing:
Wynnefield Partners Small Cap Value, L.P. ("Partners")
Wynnefield Partners Small Cap Value, L.P. I ("Partners I")
Wynnefield Small Cap Value Offshore Fund, Ltd. ("Fund")
Channel Partnership II, L.P. ("Channel")
Wynnefield Capital Management, LLC ("WCM")
Wynnefield Capital, Inc. ("WCI")
Nelson Obus ("Obus")
ITEM 2(b). Address of Principal Business Office Or, If None, Residence:
450 Seventh Avenue, Suite 509, New York, New York 10123
<pre>ITEM 2(c). Citizenship:</pre>
Partners and Partners I are Delaware Limited Partnerships
Fund and WCI are Cayman Islands Companies
WCM is a New York Limited Liability Company
Channel is a New York Limited Partnership
Obus is a citizen of the United States of America
ITEM 2(d). Title of Class of Securities:
Common Stock, \$.01 Par Value Per Share
(Page 9 of 11 Pages)

ITEM 2(e). CUSIP Number: 362-37H-101

ITEM 3. If this Statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is: None of the reporting persons is an entity specified in Rule 13d-1(b)(1)(ii).

ITEM 4. Ownership:

- (a) Amount beneficially owned by all reporting persons: 463,757 Shares
- (b) Percent of class: 6.4% of Common Stock
- (c) Number of shares as to which the reporting persons have:
 - (i) sole power to vote or to direct the vote: 463,757 Shares
 - (ii) shared power to vote or to direct the vote
 - (iii) sole power to dispose or to direct the disposition: 463,757 Shares
 - (iv) shared power to dispose or to direct the disposition

- ITEM 5. Ownership of five percent or less of a class. Not applicable.
- ITEM 6. Ownership of more than five percent on behalf of another person. Not applicable.
- ITEM 7. Identification and classification of the subsidiary which acquired the security being reported on by the parent holding company. Not applicable.
- ITEM 8. Identification and classification of members of the group.

None of the reporting persons who have filed this schedule is a person, as defined in Rule 13d-1 (b) (1) (ii), promulgated pursuant to the Securities Exchange Act of 1934. The persons filing this schedule are identified in Item 2 hereof.

ITEM 9. Notice of dissolution of group. Not applicable.

ITEM 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection or as a participant in any transaction having that purpose or effect.

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SIGNATURES

After reasonable inquiry, and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 10, 2005

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P.

By: Wynnefield Capital Management, LLC, General Partner

By: /s/ Nelson Obus

Nelson Obus, Managing Member

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P. I

By: Wynnefield Capital Management, LLC,

General Partner

By: /s/ Nelson Obus

Nelson Obus, Managing Member

WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND, LTD.

By: Wynnefield Capital, Inc.

By: /s/ Nelson Obus

Nelson Obus, President

CHANNEL PARTNERSHIP II, L.P.

By: /s/ Nelson Obus

Nelson Obus, General Partner

/s/ Nelson Obus

Nelson Obus, Individually

WYNNEFIELD CAPITAL MANAGEMENT, LLC

By: /s/ Nelson Obus

Nelson Obus, Managing Member

WYNNEFIELD CAPITAL, INC.

By: /s/ Nelson Obus

Nelson Obus, President

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