

G III APPAREL GROUP LTD /DE/  
Form 424B3  
July 21, 2008

**Filed Pursuant to Rule 424(b)(3)**  
**Registration Statement No. 333-136445**

**PROSPECTUS SUPPLEMENT**

(to prospectus dated October 11, 2006)

**2,468,748 Shares**  
**Common Stock**

This prospectus supplement supplements the prospectus dated October 11, 2006 relating to the resale from time to time of 2,000,000 shares of our common stock and up to 468,748 shares of our common stock that may be issued upon the exercise of warrants held by the selling stockholders named in the prospectus, as amended by this prospectus supplement. You should read this prospectus supplement in conjunction with the prospectus, and this prospectus supplement is qualified by reference to the prospectus except to the extent that the information in this prospectus supplement supersedes the information contained in the prospectus.

**SELLING STOCKHOLDERS**

The table of selling stockholders appearing on pages 10 and 11 of the prospectus is hereby amended in its entirety as set forth below. The information set forth in the table has been provided by the selling stockholder. The second column lists the number of shares of our common stock beneficially owned by the selling stockholder, based on its ownership of warrants to purchase shares of our common stock as of June 12, 2008, assuming exercise of the warrants held by the selling stockholder on that date, without regard to any limitations on exercise.

Selling Stockholder	Number of Shares		Shares to be Offered	Number of Shares Beneficially Owned After the Offering	
	Beneficially Owned Number	%(1)		Number	%
OTA Swaps LLC	375,000(2)	*	375,000(2)		

\* Less than 1%.

(1) Calculation based on 16,512,277 shares of our common stock issued and outstanding on June 1, 2008.

(2) Consists of shares of common stock which may be issued upon the exercise of warrants.

The date of this prospectus supplement is July 21, 2008.