

GUESS INC
Form 5
March 14, 2014

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
MARCIANO PAUL

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
GUESS INC [GES]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice Chairman and CEO

C/O GUESS?, INC., 1444 SOUTH ALAMEDA STREET

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
02/01/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

LOS ANGELES, CA 90021

(City) (State) (Zip)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock | 10/10/2013 | Â | G | 53,560 A \$ 0 | 105,977 | I | by Exempt Gift Trust ⁽¹⁾ |
| Common Stock | 10/10/2013 | Â | G | 71,184 A \$ 0 | 71,184 | I | by Nonexempt Gift Trust ⁽²⁾ |
| Common Stock | 10/14/2013 | Â | G | 6,000 A \$ 0 | 77,184 | I | by Nonexempt Gift Trust ⁽²⁾ |

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| | | | | | | | | | |
|--------------|---|---|---|---|---|---|--------------------------|---|------------------------------------------------|
| Common Stock | Â | Â | Â | Â | Â | Â | 67,725 ⁽³⁾ | D | Â |
| Common Stock | Â | Â | Â | Â | Â | Â | 6,874,390 ⁽³⁾ | I | by Paul Marciano Trust ⁽⁴⁾ |
| Common Stock | Â | Â | Â | Â | Â | Â | 33,988 ⁽³⁾ | I | by G4 GRAT ⁽⁵⁾ |
| Common Stock | Â | Â | Â | Â | Â | Â | 170,666 | I | by G Financial Holdings, LLC ⁽⁶⁾ |
| Common Stock | Â | Â | Â | Â | Â | Â | 1,362,633 | I | by G Financial Holdings II, LLC ⁽⁷⁾ |
| Common Stock | Â | Â | Â | Â | Â | Â | 1,164,971 | I | by MFH II, LLC ⁽⁸⁾ |
| Common Stock | Â | Â | Â | Â | Â | Â | 1,481,700 | I | by NRG Capital Holdings, LLC ⁽⁹⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of D Se B O E Is Fi (I |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|---------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title or Number of Shares | | |

Reporting Owners

Reporting Owner Name / Address

Relationships

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| | Director | 10% Owner | Officer | Other |
|-----------------------------------------------------------------------------------------|----------|-----------|-----------------------------|-------|
| MARCIANO PAUL C/O GUESS?, INC. 1444 SOUTH ALAMEDA STREET LOS ANGELES, CA 90021 | X | X | Vice Chairman and CEO | |

Signatures

/s/ Jason T. Miller
(attorney-in-fact) 03/14/2014

Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares are held by the Exempt Gift Trust under the Next Step Trust, of which the reporting person is sole trustee. The reporting person disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein.
- (2) Shares are held by the Nonexempt Gift Trust under the Next Step Trust, of which the reporting person is sole trustee. The reporting person disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein.
- (3) Reflects changes in form of ownership that are exempt pursuant to Rule 16a-13 under the Securities Exchange Act of 1934 since there was no change in pecuniary interest.
- (4) Shares are held by the Paul Marciano Trust dated 2/20/86, a revocable trust of which the reporting person is the sole trustee and sole beneficiary and has the exclusive pecuniary interest.
- (5) Shares are held by the G4 GRAT, a grantor retained annuity trust of which the reporting person is the sole trustee and has exclusive pecuniary interest.
- (6) Shares are held by G Financial Holdings, LLC which is indirectly owned by the reporting person.
- (7) Shares are held by G Financial Holdings II, LLC which is indirectly owned by the reporting person.
- (8) Shares are held by Marciano Financial Holdings II, LLC in accounts specifically allocated to trusts for the benefit of the reporting person and his minor children.
- (9) Shares are held by NRG Capital Holdings, LLC in accounts specifically allocated to trusts for the benefit of the reporting person and his minor children.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.