

GUESS INC  
Form 4  
April 04, 2014

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

## 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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MARCIANO PAUL

(Last) (First) (Middle)

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

(Street)

LOS ANGELES, CA 90021

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
04/02/2014

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

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |   |                                   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |   |                                   |
| Common Stock                    | 04/02/2014                           |  | A                              |   | 100,000<br><u>(1)</u>   | A  | \$ 0 167,725  | D |                                   |
| Common Stock                    | 04/02/2014                           |  | A                              |   | 120,800<br><u>(1)</u>   | A  | \$ 0 288,525  | D |                                   |
| Common Stock                    |                                      |  |                                |   |   |  | 6,874,390   | I | by Paul Marciano Trust <u>(2)</u> |
| Common Stock                    |                                      |  |                                |   |   |  | 1,164,971   | I | by MFH II, LLC <u>(3)</u>         |
| Common Stock                    |                                      |  |                                |   |   |  | 170,666   | I | by G Financial                    |

|                 |  |           |   | Holdings,<br>LLC <sup>(4)</sup>                         |
|-----------------|--|-----------|---|---|
| Common<br>Stock |  | 1,362,633 | I | by G<br>Financial<br>Holdings II,<br>LLC <sup>(5)</sup> |
| Common<br>Stock |  | 33,988    | I | by G4<br>GRAT <sup>(6)</sup>                            |
| Common<br>Stock |  | 105,977   | I | by Exempt<br>Gift Trust <sup>(7)</sup>                  |
| Common<br>Stock |  | 77,184    | I | by<br>Nonexempt<br>Gift Trust <sup>(8)</sup>            |
| Common<br>Stock |  | 1,481,700 | I | by NRG<br>Capital<br>Holdings,<br>LLC <sup>(9)</sup>    |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Benef<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|---|--|---|---|--------------------------------------|--|--|---|---|--|

| Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |
|---------------------|--------------------|-------|--|
| Code                | V                  | (A)   | (D)                                    |

## Reporting Owners

Reporting Owner Name / Address

Relationships

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)

04/04/2014

\_\_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) Acquired pursuant to Issuer's employee equity plan upon achievement of previously established performance criteria.
- (2) 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.
- (3) Shares are held by Marciano Financial Holdings II, LLC in accounts specifically allocated to trusts for the benefit of the reporting person and his children.
- (4) Shares are held by G Financial Holdings, LLC which is indirectly owned by the reporting person.
- (5) Shares are held by G Financial Holdings II, LLC which is indirectly owned by the reporting person.
- (6) 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.
- (7) 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 the reporting person's pecuniary interest therein.
- (8) 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.
- (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 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.