

MARCIANO PAUL  
Form 4  
April 02, 2019

**FORM 4**

**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).

**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 S.  
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)  
03/29/2019

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)

Chief Creative Officer

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 (D) Price   |  |   |   |                            |
| Common Stock                    | 03/29/2019                           |  | A                              |   | 56,574<br>(1)   | A  | \$ 0 244,188  | D |                            |
| Common Stock                    | 03/29/2019                           |  | F                              |   | 9,131   | D  | \$ 19.6 235,057                                       | D |                            |
| Common Stock                    |                                      |  |                                |   |   |  | 9,276,222   | I | by Paul Marciano Trust (2) |
| Common Stock                    |                                      |  |                                |   |   |  | 105,977   | I | by Exempt Gift Trust (3)   |
| Common Stock                    |                                      |  |                                |   |   |  | 370,309   | I | by Nonexempt               |

| Class of Securities | Quantity  | Code | Beneficial Owner   |
|---------------------|-----------|------|--|
| Common Stock        | 349,491   | I    | Gift Trust <sup>(4)</sup><br>by PM Special Exempt Trust <sup>(5)</sup> |
| Common Stock        | 170,666   | I    | by G Financial Holdings, LLC <sup>(6)</sup>                            |
| Common Stock        | 339,005   | I    | by G Financial Holdings II, LLC <sup>(7)</sup>                         |
| Common Stock        | 1,481,700 | I    | by NRG Capital Holdings, LLC <sup>(8)</sup>                            |

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

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(9-02)

**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. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares   |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |                        |       |
|--------------------------------|---------------|-----------|------------------------|-------|
|                                | Director      | 10% Owner | Officer                | Other |
|                                | X             | X         | Chief Creative Officer |       |

MARCIANO PAUL  
C/O GUESS?, INC.  
1444 S. ALAMEDA STREET  
LOS ANGELES, CA 90021

## Signatures

/s/ Jason T. Miller  
(Attorney-in-fact)

04/02/2019

\_\_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 Exempt Gift Trust under the Next Step Trust, of which the reporting person is the sole trustee. The reporting person disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein.
- (4) Shares are held by the Nonexempt Gift Trust under the Next Step Trust, of which the reporting person is the sole trustee. The reporting person disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein.
- (5) Shares are held by Paul Marciano Special Exempt Trust, of which the reporting person has sole investment power.
- (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) Share 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.

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