

GUESS INC

Form 4

January 16, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MARCIANO MAURICE

(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)

01/14/2014

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)

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	(A) or (D) Price			
Common Stock	01/14/2014		S		259,094	D \$ 29.46 <u>(1)</u>	6,474,292	I	by MM Trust <u>(2)</u>
Common Stock	01/15/2014		S		495,265	D \$ 29.66 <u>(3)</u>	5,979,027	I	by MM Trust <u>(2)</u>
Common Stock	01/16/2014		S		245,641	D \$ 29.13 <u>(4)</u>	5,733,386	I	by MM Trust <u>(2)</u>
Common Stock							22,136	D	

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Common Stock	1,164,971	I	by MFH II, LLC ⁽⁵⁾
Common Stock	103,801	I	by Next Step Capital, LLC ⁽⁶⁾
Common Stock	2,000,000	I	by Next Step Capital II, LLC ⁽⁷⁾
Common Stock	1,314,361	I	by Next Step GRAT III ⁽⁸⁾
Common Stock	70	I	by trust ⁽⁹⁾
Common Stock	1,500,000	I	by CAROLEM Capital, LLC ⁽¹⁰⁾
Common Stock	197,504	I	by G2 Trust ⁽¹¹⁾
Common Stock	52,264	I	by Exempt G2 Trust ⁽¹²⁾

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

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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 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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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
MARCIANO MAURICE C/O GUESS?, INC. 1444 SOUTH ALAMEDA STREET LOS ANGELES, CA 90021	X	X		

Signatures

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

01/16/2014

__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) The reported price represents the weighted average price for shares sold in multiple transactions ranging from \$29.15 to \$29.875. The details of the amounts and prices will be provided to the Issuer, any shareholders of the Issuer or the SEC on request.

(2) Shares are held by the Maurice Marciano Trust (2006 Restatement), a revocable trust of which the reporting person is the sole trustee and sole beneficiary and has the exclusive pecuniary interest.

(3) The reported price represents the weighted average price for shares sold in multiple transactions ranging from \$29.30 to \$30.17. The details of the amounts and prices will be provided to the Issuer, any shareholders of the Issuer or the SEC on request.

(4) The reported price represents the weighted average price for shares sold in multiple transactions ranging from \$29.00 to \$29.40. The details of the amounts and prices will be provided to the Issuer, any shareholders of the Issuer or the SEC on request.

(5) 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. The reporting person disclaims beneficial ownership of these shares, except to the extent of the reporting person's pecuniary interest therein.

(6) Shares are held by Next Step Capital, LLC in accounts specifically allocated to trusts for the benefit of the reporting person and certain others. The reporting person disclaims beneficial ownership of these shares, except to the extent of the reporting person's pecuniary interest therein.

(7) Shares are held by Next Step Capital II, LLC in accounts specifically allocated to trusts for the benefit of the reporting person and certain others. 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 Next Step GRAT III, of which the reporting person has sole investment power.

(9) Shares are held by Maurice Marciano Gift Trust FBO Caroline Marciano, of which the reporting person is the sole trustee.

(10) Shares are held by CAROLEM Capital, LLC in accounts specifically allocated to trusts for the benefit of the reporting person and his children. The reporting person disclaims beneficial ownership of these shares, except to the extent of the reporting person's pecuniary interest therein.

(11) Shares are held by G2 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.

(12) Share are held by Exempt G2 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.

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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