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## IMPORTANT FACTORS REGARDING FORWARD-LOOKING STATEMENTS

Throughout this Annual Report on Form 10-K, including documents incorporated by reference herein, we make “forward-looking” statements, which are not historical facts, but are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements may also be in our other reports filed under the Securities Exchange Act of 1934, as amended, in our press releases and in other documents. In addition, from time-to-time, we, through our management, may make oral forward-looking statements. These statements relate to expectations, analyses and other information based on current plans, forecasts of future results and estimates of amounts not yet determinable. These statements also relate to our goals, future prospects, global cost reduction and profitability efforts, capital allocation plans, cash needs and current business strategies and strategic initiatives. These forward-looking statements are identified by their use of terms and phrases such as “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “goal,” “intend,” “may,” “outlook,” “pending,” “plan,” “predict,” “project,” “should,” “strategy,” “will,” “would,” and other similar terms and phrases, including references to assumptions.

Although we believe that the expectations reflected in any of our forward-looking statements are reasonable, actual results could differ materially from those projected or assumed. These forward-looking statements may include, among other things, statements or assumptions relating to: our expected results of operations; the accuracy of data relating to, and anticipated levels of, future inventory and gross margins; anticipated cash requirements and sources; cost containment efforts; estimated charges; plans regarding store openings, closings, remodels and lease negotiations; plans regarding the relocation of the Company’s European distribution center to a new facility in the Netherlands; plans regarding business growth, international expansion and capital allocation; plans regarding supply chain efficiencies and global planning and allocation; e-commerce, digital and omni-channel initiatives; business seasonality; results and risks of current and future legal proceedings, including the investigation by the European Commission regarding the potential breach of certain European Union competition rules by the Company; industry trends; consumer demands and preferences; competition; currency fluctuations and related impacts; estimated tax rates, including the impact of the Tax Cuts and Jobs Act of 2017 and changes to provisional estimates; results of tax audits and other regulatory proceedings; the impact of recent accounting pronouncements; raw material and other inflationary cost pressures; consumer confidence; and general economic conditions. We do not intend, and undertake no obligation, to update our forward-looking statements to reflect future events or circumstances. Such statements involve risks and uncertainties, which may cause actual results to differ materially from those set forth in these statements. Important factors that could cause or contribute to such differences include those discussed under “Part I, Item 1A. Risk Factors” contained herein.

## PART I

### ITEM 1. Business.

#### General

Unless the context indicates otherwise, the terms “we,” “us,” “our” or the “Company” in this Form 10-K refer to Guess?, Inc. (“GUESS?”) and its subsidiaries on a consolidated basis.

We design, market, distribute and license one of the world’s leading lifestyle collections of contemporary apparel and accessories for men, women and children that reflect the American lifestyle and European fashion sensibilities. Our apparel is marketed under numerous trademarks including GUESS, GUESS?, GUESS U.S.A., GUESS Jeans, GUESS? and Triangle Design, MARCIANO, Question Mark and Triangle Design, a stylized G and a stylized M, GUESS Kids, Baby GUESS, YES, G by GUESS, GUESS by MARCIANO and Gc. The lines include full collections of clothing, including jeans, pants, skirts, dresses, shorts, blouses, shirts, jackets, knitwear and intimate apparel. In addition, we selectively grant licenses to design, manufacture and distribute a broad range of products that complement our apparel lines, including eyewear, watches, handbags, footwear, kids’ and infants’ apparel, outerwear, fragrance, jewelry and other fashion accessories. We also grant licenses to certain wholesale partners to operate and sell our products through licensed retail stores.

Our products are sold through direct-to-consumer, wholesale and licensing distribution channels. Our core customer is a style-conscious consumer primarily between the ages of 20 and 35. These consumers are part of a highly desirable demographic group that we believe, historically, has had significant disposable income. We also appeal to customers outside this group through specialty product lines that include MARCIANO, a more sophisticated fashion line targeted to women and men, and GUESS Kids, targeted to boys and girls ages 6 to 12.

We were founded in 1981 and currently operate as a Delaware corporation.

The Company operates on a 52/53-week fiscal year calendar, which ends on the Saturday nearest to January 31 of each year. All references herein to “fiscal 2018,” “fiscal 2017” and “fiscal 2016” represent the results of the 53-week fiscal year ended February 3, 2018 and the 52-week fiscal years ended January 28, 2017 and January 30, 2016. The additional week in fiscal 2018 occurred during the fourth quarter ended February 3, 2018. References to “fiscal 2019” represent the 52-week fiscal year ending February 2, 2019.

#### Business Strengths

We believe we have several business strengths that set us apart from our competition, including:

**Brand Equity.** The GUESS? brand is an integral part of our business, a significant strategic asset and a primary source of sustainable competitive advantage. The GUESS? brand communicates a distinctive image that is fun, fashionable and sexy. We have developed and maintained this image worldwide through our consistent emphasis on innovative and distinctive product designs and through our award-winning advertising, under the creative leadership and vision of Paul Marciano, our Executive Chairman of the Board and Chief Creative Officer. Brand loyalty, name awareness, perceived quality, strong brand images, public relations, publicity, promotional events and trademarks all contribute to the reputation and integrity of the GUESS? brand.

**Global Diversification.** The global success of the GUESS? brand has reduced our reliance on any particular geographic region. This geographic diversification provides broad opportunities for growth, even during regional economic slowdowns. The percentage of our revenue generated from outside of the U.S. has grown from approximately 32% of our total revenues for the year ended December 31, 2005 to approximately 69% of our total revenues for the year ended February 3, 2018. As of February 3, 2018, the Company directly operated 1,011 retail stores in the Americas, Europe and Asia. The Company’s partners operated 652 additional retail stores worldwide. As of February 3, 2018, the Company and its partners operated in approximately 100 countries worldwide. We continue to evaluate the different businesses in our global portfolio, directing capital investments to those with more profit potential. For instance, we plan to allocate sufficient resources to fuel future growth in Asia, particularly in mainland China, where we see significant opportunities. In addition, we plan to target overall growth in other markets such as Russia, Turkey and Northern Europe where we believe the GUESS? brand is underpenetrated.

**Multiple Distribution Channels.** We use direct-to-consumer, wholesale and licensing distribution channels to sell our products globally. This allows us to maintain a critical balance as our operating results do not depend solely on the performance of any single channel. The use of multiple channels also allows us to adapt quickly to changes in the distribution environment in any particular region.

**Direct-to-Consumer.** Our direct-to-consumer network is omni-channel, made up of both directly operated brick-and-mortar retail stores and concessions as well as integrated e-commerce sites that create a seamless shopping experience for our customers.

**Directly operated retail stores and concessions.** Distribution through our directly operated retail stores and concessions allows us to influence the merchandising and presentation of our products, enhance our brand image, build brand equity and test new product design concepts. Our store locations vary country by country depending on the type of locations available. In general, our stores average approximately 5,000 square feet in the Americas, approximately 3,000 square feet in Europe and the Middle East and approximately 2,000 square feet in Asia and the Pacific. Concessions generally average 1,000 square feet and are located primarily in South Korea and Greater China. As part of our omni-channel initiative, retail store sales in certain regions may be fulfilled from one of our numerous retail store locations or from our distribution centers.

Our directly operated retail stores and concessions as of February 3, 2018, January 28, 2017 and January 30, 2016 were comprised as follows:

Region	Year Ended Feb 3, 2018		Year Ended Jan 28, 2017		Year Ended Jan 30, 2016	
	Stores	Concessions	Stores	Concessions	Stores	Concessions
United States	306	—	339	—	342	—
Canada	89	—	111	—	113	—
Central and South America	59	27	51	30	46	—
Total Americas	454	27	501	30	501	—
Europe and the Middle East	400	33	336	31	280	26
Asia and the Pacific	157	177	108	193	54	169
Total	1,011	237	945	254	835	195

**e-Commerce.** As of February 3, 2018, we operated retail websites in the Americas, Europe and Asia. We have e-commerce available to 55 countries and in ten languages around the world. Our websites act as virtual storefronts that both sell our products and promote our brands. Designed as customer shopping centers, these sites showcase our products in an easy-to-navigate format, allowing customers to see and purchase our collections of apparel and accessories. These virtual stores have not only expanded our direct-to-consumer distribution channel, but they have also improved customer relations and are fun and entertaining alternative-shopping environments. As part of our omni-channel initiative, e-commerce orders in certain regions may be fulfilled from our distribution centers, or from our retail stores, or both.

**Wholesale Distribution.** We sell through both domestic and international wholesale distribution channels as well as retail stores and concessions operated by certain wholesale partners.

**Wholesale.** In Europe, our products are sold in stores ranging from large, well-known department stores like El Corte Inglés, Galeries Lafayette and Printemps to small upscale multi-brand boutiques. Because our European wholesale business is more fragmented, we generally rely on a large number of smaller regional distributors and agents to distribute our products. In the Americas, our wholesale customers consist primarily of better department stores, including Macy's, Liverpool and The Bay, and select specialty retailers and upscale boutiques, which have the image and merchandising expertise that we require for the effective presentation of our products. Through our foreign subsidiaries and our network of international distributors, our products are also available in major cities throughout Africa, Asia, Australia and the Middle East.

**Licensed stores and concessions.** We also sell product to certain wholesale customers who operate licensed retail stores and concessions which allows us to expand our international operations with a lower level of capital investment while still closely monitoring store designs and merchandise programs in order to protect the integrity of the GUESS? brand.

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Licensed retail stores and concessions operated by our wholesale partners as of February 3, 2018, January 28, 2017 and January 30, 2016 were comprised as follows:

Region	Year Ended Feb 3, 2018		Year Ended Jan 28, 2017		Year Ended Jan 30, 2016	
	Stores	Concessions	Stores	Concessions	Stores	Concessions
United States	2	1	2	1	1	—
Central and South America	44	—	44	—	53	—
Total Americas	46	1	46	1	54	—
Europe and the Middle East	269	—	293	—	314	—
Asia and the Pacific	337	191	396	191	436	247
Total	652	192	735	192	804	247

**Licensing Operations.** The desirability of the GUESS? brand name among consumers has allowed us to selectively expand our product offerings and global markets through trademark licensing arrangements, with minimal capital investment or on-going operating expenses. We currently have various domestic and international licenses that include eyewear, watches, handbags, footwear, kids' and infants' apparel, outerwear, fragrance, jewelry and other fashion accessories; and include licenses for the design, manufacture and distribution of GUESS? branded products in markets which include Africa, Asia, Australia, Europe, the Middle East, Central America, North America and South America.

**Multiple Store Concepts.** Our products are sold around the world primarily through six different store concepts, namely our GUESS? full-price retail stores, our GUESS? factory outlet stores, our GUESS? Accessories stores, our G by GUESS stores, our MARCIANO stores and our GUESS? Kids stores. We also have a small number of underwear, Gc watch and footwear concept stores. This allows us to target the various demographics in each region through dedicated store concepts that market each brand or concept specifically to the desired customer population. Having multiple store concepts also allows us to target our newer brands and concepts in different markets than our flagship GUESS? store concept. For instance, we have mall locations for G by GUESS stores where we would not ordinarily operate any of our full-price GUESS? stores.

**Business Segments**

The Company's businesses are grouped into five reportable segments for management and internal financial reporting purposes: Americas Retail, Americas Wholesale, Europe, Asia and Licensing. Management evaluates segment performance based primarily on revenues and earnings (loss) from operations before corporate performance-based compensation costs, net gains (losses) from lease terminations, asset impairment charges and restructuring charges, if any. The Americas Retail segment includes the Company's retail and e-commerce operations in North and Central America and its retail operations in South America. The Americas Wholesale segment includes the Company's wholesale operations in the Americas. The Europe segment includes the Company's retail, e-commerce and wholesale operations in Europe and the Middle East. The Asia segment includes the Company's retail, e-commerce and wholesale operations in Asia and the Pacific. The Licensing segment includes the worldwide licensing operations of the Company. The business segment operating results exclude corporate overhead costs, which consist of shared costs of the organization, net gains (losses) on lease terminations, asset impairment charges and restructuring charges. Corporate overhead costs are presented separately and generally include, among other things, the following unallocated corporate costs: accounting and finance, executive compensation, corporate performance-based compensation, facilities, global advertising and marketing, human resources, information technology and legal.

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The following table presents our net revenue and earnings (loss) from operations by segment for the last three fiscal years (dollars in thousands):

	Year Ended Feb 3, 2018		Year Ended Jan 28, 2017		Year Ended Jan 30, 2016	
	\$	%	\$	% (1)	\$	% (1)
<b>Net revenue:</b>						
Americas Retail	\$ 833,077	35.3%	\$ 935,479	42.7%	\$ 981,942	45.0%
Americas Wholesale (2)	150,366	6.3	146,260	6.7	155,594	7.1
Europe (2)	998,657	42.2	788,194	36.0	722,877	33.1
Asia (2)	308,899	13.1	248,601	11.3	240,041	11.0
Net revenue from product sales	2,290,999	96.9	2,118,534	96.7	2,100,454	96.2
Licensing (1)	72,755	3.1	71,919	3.3	84,041	3.8
Total net revenue (1)	\$ 2,363,754	100.0%	\$ 2,190,453	100.0%	\$ 2,184,495	100.0%
<b>Earnings (loss) from operations:</b>						
Americas Retail (2)	\$ (17,301)	(26.5%)	\$ (22,816)	(100.4%)	\$ 18,414	15.2%
Americas Wholesale (2)	25,161	38.6	24,190	106.5	29,579	24.4
Europe (2)	87,376	134.1	56,961	250.8	53,673	44.2
Asia (2)	14,116	21.7	(2,381)	(10.5)	10,309	8.5
Licensing (2)	78,102	119.8	80,386	354.0	92,189	76.0
Total segment earnings from operations	187,454	287.7	136,340	600.4	204,164	168.3
Corporate overhead (2)	(102,429)	(157.2)	(73,859)	(325.3)	(82,864)	(68.3)
Net gains (losses) on lease terminations (2)	(11,373)	(17.5)	695	3.1	2,337	1.9
Asset impairment charges (2)	(8,479)	(13.0)	(34,385)	(151.4)	(2,287)	(1.9)
Restructuring charges	—	—	(6,083)	(26.8)	—	—
Total earnings from operations	\$ 65,173	100.0%	\$ 22,708	100.0%	\$ 121,350	100.0%

(1) During the fourth quarter of fiscal 2018, the Company reclassified net royalties received on the Company's inventory purchases of licensed product from net revenue to cost of product sales. Accordingly, net revenue has been adjusted for fiscal 2017 and fiscal 2016 to conform to the current period presentation. This reclassification had no impact on previously reported earnings from operations. Refer to Note 1 to the Consolidated Financial Statements for further information.

(2) Segment results have been adjusted for fiscal 2017 and fiscal 2016 to conform to the current year presentation. Refer to Note 1 to the Consolidated Financial Statements for further information on these reclassifications.

Additional segment information, together with certain geographical information, is included in Note 17 to the Consolidated Financial Statements contained herein.

**Americas Retail Segment**

In our Americas Retail segment, we sell our products direct-to-consumer through a network of directly operated retail and factory outlet stores and e-commerce sites in the Americas.

**Retail stores and concessions.** Our Americas Retail stores and concessions are comprised of a mix of GUESS? factory outlet stores, full-priced GUESS? retail stores, G by GUESS stores, GUESS? Accessories stores and MARCIANO stores. For the year ended February 3, 2018, we opened 15 new stores and closed 62 stores in the Americas, ending the year with 454 stores. This store count does not include 27 concessions in Mexico. We directly operated our retail stores and concessions in Mexico and Brazil through our majority-owned joint ventures.

**e-Commerce.** Our Americas Retail segment also includes our directly operated retail and other marketplace websites in the U.S., Canada and Mexico. These websites operate as virtual storefronts that, combined with our retail stores, provide a seamless shopping experience to the consumer to sell our products and promote our brands. They also provide fashion information and a mechanism for customer feedback while promoting customer loyalty and enhancing our brand identity through interactive content online and through

smartphone applications. Our U.S. and Canadian online sites are fully integrated with our customer relationship management (“CRM”) system and loyalty programs. Omni-channel initiatives that we have already deployed in the U.S. and Canada include “reserve online, pick-up in stores” and “order from store” as well as mobile optimized commerce sites and smartphone applications. In the U.S. and Canada, e-commerce orders may be fulfilled from our distribution centers, or from our retail stores, or both.

### **Americas Wholesale Segment**

In our Americas Wholesale segment, we sell our products through wholesale channels throughout the Americas and to third party distributors based in Central and South America as well as licensed retail locations operated by our wholesale partners. Our Americas Wholesale business generally experiences stronger performance from July through November. Our Americas Wholesale customers consist primarily of better department stores, select specialty retailers, upscale boutiques as well as select off-price retailers. As of February 3, 2018, our products were sold to consumers through 1,501 major doors in the Americas as well as through our customers’ e-commerce sites. This compares to 1,790 major doors at January 28, 2017. As of February 3, 2018, these locations included 874 shop-in-shops, a designated selling area within a department store that offers a wide array of our products and incorporates GUESS? signage and fixture designs. These shop-in-shops, managed by the department stores, allow us to reinforce the GUESS? brand image with our customers. Many department stores have more than one shop-in-shop, with each one featuring women’s, men’s or kids’ apparel. We also sell product to licensed retail stores and concessions operated by certain wholesale customers. For the year ended February 3, 2018, our partners opened three new stores and closed three stores, ending the year with 46 licensed retail stores in the Americas. As of February 3, 2018, the total 46 licensed retail stores were comprised of 44 stores in Central and South America and two stores in the U.S. This store count does not include one concession that was operated by one of our partners in the U.S.

Our Americas Wholesale merchandising strategy is to focus on trend-right products supported by key fashion basics. We have sales representatives in New York, Los Angeles, Toronto, Montreal, Mexico City and Vancouver who coordinate with customers to determine the inventory level and product mix that should be carried in each store. Additionally, we use merchandise coordinators who work with the stores to ensure that our products are displayed appropriately. During fiscal 2018, our two largest wholesale customers accounted for a total of approximately 2.2% of our consolidated net revenue.

### **Europe Segment**

In our Europe segment, we sell our products through direct-to-consumer and wholesale channels, primarily throughout Europe and the Middle East.

**European Direct-to-Consumer.** Our European direct-to-consumer network is comprised of brick-and-mortar retail stores and concessions and e-commerce sites.

**Retail stores and concessions.** Our European retail stores and concessions are comprised of a mix of directly operated GUESS? and MARCIANO retail and outlet stores, GUESS? Accessories retail and outlet stores, GUESS? Footwear stores, GUESS? Kids stores and G by GUESS stores. For the year ended February 3, 2018, we opened 72 new stores and closed nine stores, ending the year with 400 directly operated stores in Europe and the Middle East. During fiscal 2018, we also acquired one store from one of our European wholesale partners. This store count does not include 33 directly operated concessions in Europe. Certain of our European stores require initial investments in the form of key money to secure prime store locations. These amounts are paid to landlords or existing lessees in certain circumstances.

**e-Commerce.** In Europe, similar to the Americas, our e-commerce sites operate as virtual storefronts that, combined with our retail stores, provide a seamless shopping experience to the consumer to sell our products and promote our brands. We are leveraging our existing technology and experience from the Americas to deploy similar omni-channel strategies in certain international markets. We currently offer interactive content online and via mobile, and are planning to expand to smartphone applications and integrate with CRM systems and loyalty programs.

**European Wholesale Distribution.** We sell our products both through wholesale distribution channels and through licensed retail stores and concessions operated by our wholesale partners throughout Europe and

the Middle East. Our European wholesale business generally relies on a large number of smaller regional distributors and agents to distribute our products primarily to smaller independent multi-brand boutiques. Our products are also sold directly to large, well-known department stores like El Corte Inglés, Galeries Lafayette and Printemps. Overall, we have over 7,000 customers with no single customer representing more than 1% of our consolidated net revenue. The type of customer varies from region to region depending on both the prominence of the GUESS? brand in each region and the dominance of a particular type of retail channel in each region. In countries where the brand is well known, we operate through showrooms where agents and distributors can view our line and place orders. We currently have showrooms in key cities such as Barcelona, Dusseldorf, Lugano, Munich and Paris. In countries where the brand is less prominent, we may use one large distributor for the entire region. We sell both our apparel and certain accessories products under our GUESS? and MARCIANO brand concepts through our wholesale channel, operating primarily through two seasons, Spring/Summer and Fall/Winter. Generally our Spring/Summer sales campaign is from April to September with the related shipments occurring primarily from November to April. The Fall/Winter sales campaign is from November to April with the related shipments occurring primarily from May to October. The Company may take advantage of early-season demand and potential reorders by offering a pre-collection assortment which ships at the beginning of each season. Customers retain the ability to request early shipment of backlog orders or delay shipment of orders depending on their needs. Revenues from sales to our wholesale licensed stores are also recognized as wholesale sales within our European wholesale operations. For the year ended February 3, 2018, our partners opened 12 new licensed retail stores and closed 35 stores, ending the year with 269 licensed retail stores in Europe and the Middle East. During fiscal 2018, we also acquired one store from one of our European wholesale partners.

### **Asia Segment**

In our Asia segment, we sell our products through direct-to-consumer and wholesale channels throughout Asia and the Pacific.

**Asian Direct-to-Consumer.** Our Asian direct-to-consumer network is comprised of brick-and-mortar retail stores and concessions and e-commerce sites.

**Retail stores and concessions.** Our Asian retail stores and concessions include a mix of directly operated GUESS?, GUESS? Underwear, GUESS? Footwear, GUESS? Accessories, GUESS? Kids and MARCIANO stores. For the year ended February 3, 2018, we opened 42 new stores and closed 15 stores, ending the year with 157 directly operated stores in Asia and the Pacific. During fiscal 2018, we also acquired 22 stores from certain of our Asian wholesale partners. This store count does not include 177 directly operated apparel and accessory concessions. Concessions are widely used in Asia and generally represent directly managed areas within a department store setting.

**e-Commerce.** We also have e-commerce sites throughout Asia which operate as virtual storefronts that, combined with our retail stores, provide a seamless shopping experience to the consumer to sell our products and promote our brands.

**Asian Wholesale Distribution.** Our Asian wholesale customer base is comprised primarily of a small number of selected distributors with which we have contractual distribution arrangements and licensed stores and concessions operated by our wholesale partners. For the year ended February 3, 2018, our partners opened 21 new licensed retail stores and closed 58 stores, ending the year with 337 licensed retail stores. During fiscal 2018, we also acquired 22 stores from certain of our Asian wholesale partners. This store count does not include 191 apparel and accessory concessions operated by our partners in Asia.

### **Licensing Segment**

Our Licensing segment includes the worldwide licensing operations of the Company. The desirability of the GUESS? brand name among consumers has allowed us to selectively expand our product offerings and global markets through trademark licensing arrangements, with minimal capital investment or on-going operating expenses. We currently have various domestic and international licenses that include eyewear, watches, handbags, footwear, kids' and infants' apparel, outerwear, fragrance, jewelry and other fashion accessories; and include licenses for the design, manufacture and distribution of GUESS? branded products in markets which include Africa, Asia, Australia, Europe, the Middle East, Central America, North America and South America.

Our trademark license agreements customarily provide for a multi-year initial term ranging from three to ten years, with a possible option to renew prior to expiration for an additional multi-year period. The typical license agreement requires that the licensee pay us the greater of a royalty based on a percentage of the licensee's net sales of licensed products or a guaranteed annual minimum royalty that typically increases over the term of the license agreement. In addition, several of our key license agreements provide for specified, fixed cash rights payments over and above our normal, ongoing royalty payments. Generally, licensees are required to spend a percentage of the net sales of licensed products for advertising and promotion of the licensed products and in many cases we place the ads on behalf of the licensee and are reimbursed. Additionally, licensees also make contributions to advertising funds, as a percentage of their sales, or may elect to increase their contribution to support specific brand-building initiatives.

In addition, to protect and increase the value of our trademarks, our license agreements include strict quality control and manufacturing standards. Our licensing personnel in the U.S., Europe and Asia meet regularly with licensees to ensure consistency with our overall merchandising and design strategies in order to protect the GUESS? trademarks and brand. As part of this process, our licensing department reviews in advance GUESS? third party licensed products, advertising and promotional materials.

We strategically reposition our existing licensing portfolio by monitoring and evaluating the performance of our licensees worldwide. For instance, between 2005 and 2013, we acquired several of our European apparel licensees. As a result, we now directly manage our adult and children's apparel businesses in Europe.

### **Strategic Partnerships**

We evaluate opportunities for strategic acquisitions and alliances and pursue those that we believe will support and contribute to our overall strategic initiatives and/or will take advantage of economies of scale. Similarly, when existing investments and alliances no longer align with strategic initiatives or as other circumstances warrant, we will evaluate various exit opportunities.

During fiscal 2017, we acquired the remaining 40% interest in our now wholly-owned subsidiary, Guess Sud SAS ("Guess Sud"), which is based in France. During fiscal 2017, we also sold our minority interest equity holding in a privately-held boutique apparel company. During fiscal 2016, we entered into a majority-owned joint venture in Russia to accelerate our expansion in this country. During fiscal 2014, we entered into a majority-owned joint venture which oversees the development of our retail and wholesale channels in Brazil. During fiscal 2013, we entered into a majority-owned joint venture in Portugal with a licensee partner to further expand in this region. In fiscal 2010, we entered into a majority-owned joint venture in the Canary Islands with licensee partners to open new free standing retail stores in this region. In 2006, we entered into a majority-owned joint venture to oversee the revitalization and expansion of our retail and wholesale channels in Mexico.

### **Design**

GUESS?, G by GUESS and MARCIANO apparel products are designed by their own separate in-house design teams located in the U.S., Switzerland and South Korea. The U.S. and Switzerland teams collaborate to share ideas for products that can be sold throughout our global markets and are inspired by our GUESS? heritage. Our design teams seek to identify global fashion trends and interpret them for the style-conscious consumer while retaining the distinctive GUESS? image. They travel throughout the world in order to monitor fashion trends and discover new fabrics. These fabrics, together with the trends observed by our designers, serve as the primary source of inspiration for our lines and collections. We also maintain a fashion library consisting of vintage and contemporary garments as another source of creative concepts. In addition, our design teams work closely with members of our sales, merchandising and retail operations teams to further refine our products to meet the particular needs of our markets.

### **Global Sourcing and Supply Chain**

We source products through numerous suppliers, many of whom have established long-term relationships with us. We seek to achieve efficient and timely delivery of our products, combining global and local sourcing. Almost all of our products are acquired as package purchases where we design and source product and the vendor delivers the finished product.

We are executing on the following supply chain initiatives to drive improvements in product costs: (i) developing a sourcing network in new territories that can offer better costs; (ii) consolidating and building strategic partnerships with high-quality suppliers to gain scale efficiencies; and (iii) implementing a global fabric platforming process for

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each of the regional design offices to develop and utilize common fabrics across multiple styles creating a consistently high quality global offer for our wholesale and retail customers. We believe that our balanced global supply chain, with deep vendor partnerships, provides us with a competitive advantage where we have the flexibility to respond to increased demand throughout the world. Our sourcing strategy provides us with the opportunity to leverage costs and improve speed-to-market.

As an ongoing strategic initiative, we leave a larger portion of our buys open prior to each season to improve the efficiency of our speed-to-market by allowing us to design and produce closer to market delivery. This allows us to better react to emerging fashion trends in the market. We are also working to shorten our lead times through partnering with our suppliers, exercising agility in the production process and continuously searching for new suppliers and sourcing opportunities in reaction to the latest trends. Additionally, offering an assortment of global products continues to be an area of focus. As a global brand, we maintain skilled sourcing teams in North America, Europe and Asia.

We are committed to sourcing our products in a responsible manner, respecting both the countries in which we conduct business and the business partners that produce our products. As a part of this commitment, we have implemented a global social compliance program that applies to our business partners. Although local customs vary in different regions of the world, we believe that the issues of business ethics, human rights, health, safety and environmental stewardship transcend geographical boundaries.

To support and ensure our social compliance, we communicate our expectations to our partners throughout our global supply chain and conduct compliance audits. If deficiencies are discovered, personnel in each region are empowered to work with the respective business partner to take a corrective course of action. Additionally, the goal of this process is to educate individuals, build strategic relationships and improve business practices over the long-term.

### **Advertising and Marketing**

Our advertising, public relations and marketing strategy is designed to promote a consistent high impact image which endures regardless of changing consumer trends. While our advertising promotes products, the primary emphasis is on brand image.

Since our inception, Paul Marciano, our Executive Chairman of the Board and Chief Creative Officer, has had principal responsibility for the GUESS? brand image and creative vision. Under the direction of Mr. Marciano, our Los Angeles-based advertising department is responsible for overseeing all worldwide advertising. Throughout our history, we have maintained a high degree of consistency in our advertisements by using similar themes and images, including our signature black and white print advertisements and iconic logos.

We deploy a variety of media focused on national and international contemporary fashion/beauty, lifestyle and celebrity outlets. In recent years, we have also expanded our efforts into influencer marketing, digital advertising with leading fashion and lifestyle websites and advertising on social media platforms including Facebook, Instagram, Twitter, Pinterest, Reddit, Snapchat and global search engines. Our smartphone application provides a unique mobile media experience by combining fashion, e-commerce, personalized product recommendations, targeted promotions and social loyalty rewards to drive mobile brand engagement.

We also require our licensees and distributors to invest a percentage of their net sales of licensed products and net purchases of GUESS? products in Company-approved advertising, promotion and marketing. By retaining control over our advertising programs, we are able to maintain the integrity of our brands while realizing substantial cost savings compared to outside agencies.

We will continue to regularly assess and implement marketing initiatives that we believe will build brand equity and grow our business by investing in marketing programs to build awareness and drive customer traffic to our stores, websites and smartphone application. We plan to further strengthen communications with customers through an emphasis on digital marketing, and through our websites, loyalty programs, direct catalog and marketing mailings. We also plan to strengthen communities on various social media platforms, which enable us to provide timely information in an entertaining fashion to consumers about our history, products, special events, promotions and store locations, and allow us to receive and respond directly to customer feedback.

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As part of these initiatives, we currently have loyalty programs in North America, Europe and Asia with millions of members covering all of our brands. These programs reward our members who earn points for purchases that can be redeemed on future purchases either in our stores or online. In addition to earning rewards with the program, our loyalty members receive other benefits including invitations to special VIP events in our stores, double points during their birthday month and access to seasonal savings. During fiscal 2018, our Guess List loyalty program experienced growth in its overall member engagement numbers through the introduction of experiential rewards and unique member content. In addition to this, we use these programs to promote new products to our customers which in turn increases traffic in the stores and online. We believe that the loyalty programs generate substantial repeat business that might otherwise go to competing brands. We continue to enhance our loyalty program offerings by understanding our members' interests and needs, and strategically marketing to this large and growing customer base.

### **Quality Control**

Our quality control program is designed to ensure that products meet our high quality standards. We test the quality of our raw materials prior to production and inspect prototypes of each product before production runs commence. We also perform random in-line quality control checks during and after production before the garments leave the contractor. Final random inspections occur when the garments are received in our distribution centers. We believe that our policy of inspecting our products is important to maintain the quality, consistency and reputation of our products.

### **Logistics**

We utilize distribution centers at strategically located sites. The Company's U.S. distribution center is based in Louisville, Kentucky. Distribution of our products in Canada is handled primarily from Company operated distribution centers in Montreal, Quebec. At our distribution facilities in the U.S. and Canada, we use fully integrated and automated distribution systems. The bar code scanning of merchandise and distribution cartons, together with radio frequency communications, provide timely, controlled, accurate and instantaneous updates to our distribution information systems. Distribution of our products in Europe has been handled primarily through a third party distribution center in Piacenza, Italy. During fiscal 2018, the Company began relocating its European distribution center from its Italy location to a new facility located in Venlo, Netherlands. The Company expects to complete its transition to the new distribution center in the Netherlands during fiscal 2019. Additionally, we utilize several third party operated distribution warehouses that service the Asia region.

### **Competition**

The apparel industry is highly competitive and fragmented and is subject to rapidly changing consumer demands and preferences. We believe that our success depends in large part upon our ability to anticipate, gauge and respond to changing consumer demands and fashion trends in a timely manner and upon the continued appeal to consumers of the GUESS? brand. We compete with numerous apparel retailers, manufacturers and distributors, both domestically and internationally, as well as several well-known designers. Our licensed apparel and accessories also compete with a substantial number of well-known brands. Although the level and nature of competition differs among our product categories and geographic regions, we believe that we differentiate ourselves from our competitors by offering a global lifestyle brand on the basis of our global brand image and wide product assortment comprising both apparel and accessories. We also believe that our geographic diversification, multiple distribution channels and multiple store concepts help to set us apart from our competition.

### **Information Systems**

We believe that high levels of automation and technology are essential to maintain our competitive position and support our strategic objectives and we continue to invest in and update computer hardware, network infrastructure, system applications and cyber security. Our computer information systems consist of a full range of financial, distribution, merchandising, point-of-sales, customer relationship management, supply chain, digital platform, enterprise resource planning and other systems. During fiscal 2018, key initiatives included digital platform improvement and stabilization, the further development of mobile-based initiatives to support both our wholesale and direct-to-consumer businesses, various multi-channel initiatives and continued enhancements of our product lifecycle management system to facilitate vendor collaboration and increase the efficiency of the supply chain. In addition, we continue to enhance our systems to align with our global IT standards, accommodate future growth and provide operational efficiencies.

## Trademarks

We own numerous trademarks, including GUESS, GUESS?, GUESS U.S.A., GUESS Jeans, GUESS? and Triangle Design, MARCIANO, Question Mark and Triangle Design, a stylized G and a stylized M, GUESS Kids, Baby GUESS, YES, G by GUESS, GUESS by MARCIANO and Gc. As of February 3, 2018, we had over 4,700 U.S. and internationally registered trademarks or trademark applications pending with the trademark offices in over 175 countries around the world, including the U.S. From time-to-time, we adopt new trademarks in connection with the marketing of our product lines. We consider our trademarks to have significant value in the marketing of our products and act aggressively to register and protect our trademarks worldwide.

Like many well-known brands, our trademarks are subject to infringement. We have staff devoted to the monitoring and aggressive protection of our trademarks worldwide.

## Wholesale Backlog

We generally receive orders for fashion apparel three to six months prior to the time the products are delivered to our customers' stores. The backlog of wholesale orders at any given time is affected by various factors, including seasonality, cancellations, the scheduling of market weeks, the timing of the receipt of orders and the timing of the shipment of orders and may include orders for multiple seasons. Accordingly, a comparison of backlogs of wholesale orders from period-to-period is not necessarily meaningful and may not be indicative of eventual actual shipments.

**U.S. and Canada Backlog.** Our U.S. and Canadian wholesale backlog as of March 26, 2018, consisting primarily of orders for fashion apparel, was \$38.2 million in constant currency, compared to \$41.3 million at March 27, 2017, a decrease of 7.7%. We estimate that if we were to normalize the orders for the scheduling of market weeks, the current backlog would have increased by 2.2% compared to the prior year.

**Europe Backlog.** As of March 25, 2018, the European wholesale backlog was €233.0 million, compared to €196.5 million at March 26, 2017, an increase of 18.6%. The backlog as of March 25, 2018 is primarily comprised of sales orders for the Spring/Summer 2018 and Fall/Winter 2018 seasons.

## Employees

As of February 2018, we had approximately 14,700 associates, both full and part-time, consisting of approximately 6,200 in the U.S. and 8,500 in foreign countries. The number of our employees fluctuates during the year based on seasonal needs. In some international markets, local laws provide for employee representation by organizations similar to unions and some of our international employees are covered by trade-sponsored or governmental bargaining arrangements. We consider our relationship with our associates to be good.

## Environmental and Other Sustainability Matters

We and our licensing partners and suppliers are subject to federal, state, local and foreign laws, regulations and ordinances that govern activities or operations that may have adverse environmental effects (such as emissions to air, discharges to water, and the generation, handling, storage and disposal of solid and hazardous wastes). We are also subject to laws, regulations and ordinances that impose liability for the costs of clean up or other remediation of contaminated property, including damages from spills, disposals or other releases of hazardous substances or wastes, in certain circumstances without regard to fault. Certain of our operations and those of our licensing partners and suppliers routinely involve the handling of chemicals and wastes, some of which are or may become regulated as hazardous substances. We have not incurred, and do not expect to incur, any significant expenditures or liabilities for environmental matters. As a result, we believe that our environmental obligations will not have a material adverse effect on our consolidated financial condition or results of operations.

## Website Access to Our Periodic SEC Reports

Our investor website can be found at <http://investors.guess.com>. Our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished to the Securities and Exchange Commission (“SEC”) pursuant to Section 13(a) or 15(d) of the Exchange Act, are available at our investor website, free of charge, as soon as reasonably practicable after we electronically file them with, or furnish them to, the SEC. In addition, the charters of our Board of Directors’ Audit, Compensation and Nominating and Governance Committees, as well as the Board of Directors’ Governance Guidelines and our Code of Ethics are posted on our investor website. We may from time-to-time provide important disclosures to our investors, including amendments or waivers to our Code of Ethics, by posting them on our investor website, as permitted by SEC rules. Printed copies of these documents may also be obtained by writing or telephoning us at: Guess?, Inc., 1444 South Alameda Street, Los Angeles, California 90021, Attention: Investor Relations, (213) 765-5578.

We have included our Internet website addresses throughout this filing as textual references only. The information contained within these websites is not incorporated into this Annual Report on Form 10-K.

### ITEM 1A. Risk Factors.

*You should carefully consider the following factors and other information in this Annual Report on Form 10-K. Additional risks which we do not presently consider material, or of which we are not currently aware, may also have an adverse impact on us. Please also see “Important Factors Regarding Forward-Looking Statements” on page (ii).*

***Demand for our merchandise may decrease and the appeal of our brand image may diminish if we fail to identify and rapidly respond to consumers’ fashion tastes.***

The apparel industry is subject to rapidly evolving fashion trends and shifting consumer demands. Accordingly, our brand image and our profitability are heavily dependent upon both the priority our target customers place on fashion and our ability to anticipate, identify and capitalize upon emerging fashion trends. Current fashion tastes place significant emphasis on a fashionable look. In the past, this emphasis has increased and decreased through fashion cycles. If we fail to anticipate, identify or react appropriately, or in a timely manner, to fashion trends, we could experience reduced consumer acceptance of our products and a diminished brand image. These factors could result in higher wholesale markdowns, lower average unit retail prices, lower product margins and decreased sales volumes for our products and could have a material adverse effect on our results of operations and financial condition.

***The apparel industry is highly competitive, and we may face difficulties competing successfully in the future.***

We operate in a highly competitive and fragmented industry with low barriers to entry. We compete with many apparel manufacturers and distributors, both domestically and internationally, as well as many well-known designers. We compete with many other retailers (both brick and mortar and e-commerce sites), including department stores, some of whom are our major wholesale customers. Our licensed apparel and accessories compete with many well-known brands. Within each of our geographic markets, we also face significant competition from global and regional branded apparel companies, as well as retailers that market apparel under their own labels. These and other competitors pose significant challenges to our market share in our existing major domestic and foreign markets and to our ability to successfully develop new markets. Some of our competitors have competitive advantages over us, including greater financial and marketing resources, higher wage rates, lower prices, more desirable store locations, greater online and e-commerce presence and faster speed-to-market. In addition, our larger competitors may be better equipped than us to adapt to changing conditions that affect the competitive market and newer competitors may be viewed as more desirable by fashion conscious consumers. Also, in most countries, the industry’s low barriers to entry allow the introduction of new products or new competitors at a fast pace. In other countries, high import duties may favor locally produced products. Any of these competition-related factors could result in reductions in sales or prices of our products and could have a material adverse effect on our results of operations and financial condition.

***Slowing customer traffic in malls or outlet centers could significantly reduce our sales, increase pressure on our margins and leave us with excess inventory.***

Unfavorable economic conditions, changing shopping patterns, including significant increases in e-commerce sales, changing demographic patterns and other factors have adversely affected customer traffic in mall and outlet centers, particularly in North America. This, in turn, has resulted in significant pricing pressures and a highly promotional retail environment in the apparel sector. Should these trends occur in our international business, or continue or worsen in North America, it could negatively impact our sales, increase pressure on our margins, leave us with excess inventory, cause a decline in profits and negatively impact our liquidity.

***Poor or uncertain economic conditions, and the resulting negative impact on consumer confidence and spending, have had and could in the future have an adverse effect on our business, prospects, operating results, financial condition and cash flows.***

The apparel industry is cyclical in nature and is particularly affected by adverse trends in the general economy. Purchases of apparel and related merchandise are generally discretionary and therefore tend to decline during periods of economic uncertainty and recession, but may also decline at other times. Over the last several years, volatile economic conditions and uncertain market conditions in many markets around the world have resulted in cautious consumer spending. For example, a number of European countries experienced difficult economic conditions, including sovereign debt issues that negatively impacted the capital markets. These conditions resulted in reduced consumer confidence and spending in many countries in Europe, particularly Southern Europe. While these conditions have recently improved, if conditions in Europe, or other economic regions in which we do business, worsen or fail to further improve, there will likely be a negative impact on our business, prospects, operating results, financial condition and cash flows.

In addition to the factors contributing to the current economic environment, there are a number of other factors that could contribute to reduced levels of consumer spending, such as increases in interest rates, currency fluctuations, inflation, unemployment, consumer debt levels, inclement weather, taxation rates, net worth reductions based on market declines or uncertainty, energy prices and austerity measures. Similarly, natural disasters, labor unrest, actual or potential terrorist acts, geopolitical unrest and other conflicts can also create significant instability and uncertainty in the world, causing consumers to defer purchases and travel, or prevent our suppliers and service providers from providing required services or materials to us. These or other factors could materially and adversely affect our business, prospects, operating results, financial condition and cash flows. Uncertainty surrounding potential U.S. policies related to immigration, global trade, taxation and other matters could amplify many of these risks and potential impacts.

***Difficulties in the credit markets could have a negative impact on our customers, suppliers and business partners, which, in turn could materially and adversely affect our results of operations and liquidity.***

The impact of difficult credit conditions on our customers, business partners, suppliers, insurance providers and financial institutions with which we do business cannot be predicted and may be quite severe. The inability of our manufacturers to ship our products could impair our ability to meet delivery date requirements. A disruption in the ability of our significant customers, distributors or licensees to access liquidity could cause serious disruptions or an overall deterioration of their businesses. A disruption in the ability of a large group of our smaller customers to access liquidity could have similar adverse effects, particularly in our important multi-brand wholesale channel in Southern Europe, where many customers tend to be relatively small and not well capitalized. These conditions could lead to significant reductions in future orders of our products and the inability or failure on our customers' part to meet their payment obligations to us, any of which could have a material adverse effect on our results of operations and liquidity.

Similarly, a failure on the part of our insurance providers to meet their obligations for claims made by us could have a material adverse effect on our results of operations and liquidity. Continued market difficulties or additional deterioration could jeopardize our ability to rely on those financial institutions that are parties to our various bank facilities and foreign exchange contracts. We could be exposed to a loss if the counterparty fails to meet its obligations upon our exercise of foreign exchange contracts. In addition, instability or other distress in the financial markets could impair the ability of one or more of the banks participating in our credit agreements from honoring its

commitments. This could have an adverse effect on our business if we were not able to replace those commitments or to locate other sources of liquidity on acceptable terms.

***Domestic and foreign currency fluctuations could adversely impact our financial condition, results of operations and earnings.***

Since the majority of our international operations are conducted in currencies other than the U.S. dollar (primarily the euro, Canadian dollar, Korean won, Chinese yuan, Mexican peso and Russian rouble), currency fluctuations can have a significant impact on the translation of our international revenues and earnings into U.S. dollar amounts. These amounts could be materially affected by the strengthening of the U.S. dollar, negatively impacting our results of operations, earnings and our ability to generate revenue growth. Furthermore, our products are typically sourced in U.S. dollars. As a result, the cost of these products may be affected by changes in the value of the applicable local currencies. Changes in currency exchange rates may also affect the U.S. dollar value of the foreign currency denominated prices at which our international businesses sell products. Our future financial results could be significantly affected by not only the value of the U.S. dollar in relation to the foreign currencies in which we conduct business, but also the speed at which these fluctuations occur. If the U.S. dollar strengthens relative to the respective fiscal 2018 foreign exchange rates, foreign exchange could negatively impact our revenues and operating results as well as our international cash and other balance sheet items during fiscal 2019, particularly in Canada, Europe and Mexico.

Although we hedge certain exposures to changes in foreign currency exchange rates, we cannot assure that foreign currency fluctuations will not have a material adverse effect on our financial condition or results of operations. Furthermore, since some of our hedging activities are designed to reduce volatility of fluctuating exchange rates, they not only reduce the negative impact of a stronger U.S. dollar, but they also reduce the positive impact of a weaker U.S. dollar. In addition, while our foreign currency hedges are designed to reduce volatility over the forward contract period, these contracts can create volatility during the period. The degree to which our financial results are affected for any given time period will depend in part upon our hedging activities.

***Fluctuations in the price or availability of quality raw materials and commodities could increase costs and negatively impact profitability.***

The raw materials used to manufacture our merchandise are subject to availability constraints and price volatility caused by high demand for fabrics, currency fluctuations, crop yields, weather patterns, supply conditions, government regulations (including tariffs), labor conditions, energy costs, transportation or freight costs, economic climate, market speculation and other unpredictable factors. Negative trends in any of these conditions or our inability to appropriately project fabric requirements in the future could increase costs and negatively impact profitability.

***We are subject to periodic litigation and other regulatory proceedings, which could result in unexpected obligations, as well as the diversion of time and resources.***

We are involved from time-to-time in various U.S. and foreign lawsuits relating to our business, including purported class action lawsuits and intellectual property claims. In addition, we can be subject to regulatory scrutiny which may result in regulatory proceedings, including the current investigation by the European Commission regarding the potential breach of certain European Union competition rules by the Company. Due to the inherent uncertainties of litigation and regulatory proceedings, we cannot accurately predict the ultimate outcome of any such new or existing proceedings. Should management's evaluation of any such claims or proceedings or the likelihood of any future claims or proceedings prove incorrect, our exposure could materially exceed expectations, adversely impacting our business, financial condition and results of operations. In addition, any significant litigation or regulatory matters, regardless of the merits, could divert management's attention from our operations and result in substantial legal fees. See also "Item 3. Legal Proceedings" for further discussion of our legal matters.

***We could find that we are carrying excess inventories if we fail to shorten lead-times or anticipate consumer demand, if our international vendors do not supply quality products on a timely basis, if our merchandising strategies fail or if we do not open new and remodel existing stores on schedule.***

Although we have shortened lead-times for the design, production and development of a portion of our product lines, we expect to continue to place orders with our vendors for most of our products a season or more in advance. If we are not successful in our efforts to continue to shorten lead-times or if we fail to correctly anticipate fashion

trends or consumer demand, we could end up carrying excess inventories. Even if we effectively shorten lead-times and correctly anticipate consumer fashion trends and demand, our vendors could fail to supply the quality products and materials we require at the time we need them. Moreover, we could fail to effectively market or merchandise these products once we receive them. In addition, we could fail to open new or remodeled stores on schedule, and inventory purchases made in anticipation of such store openings could remain unsold. Any of the above factors could cause us to experience excess inventories, which may result in inventory write-downs and more markdowns, which in turn could have a material adverse effect on our results of operations and financial condition.

***Our success depends on the strength of our relationships with our suppliers and manufacturers.***

We do not own or operate any production facilities, and we depend on independent factories to supply our fabrics and to manufacture our products to our specifications. We do not have long-term contracts with any suppliers or manufacturers, and our business is dependent on our partnerships with our vendors. If manufacturing costs were to rise significantly, our product margins and results of operations could be negatively affected. In addition, very few of our vendors manufacture our products exclusively. As a result, we compete with other companies for the production capacity of independent contractors. If our vendors fail to ship our fabrics or products on time or to meet our quality standards or are unable to fill our orders, we might not be able to deliver products to our retail stores and wholesale customers on time or at all.

Moreover, our suppliers have at times been unable to deliver finished products in a timely fashion. This has led, from time-to-time, to an increase in our inventory, creating potential markdowns and a resulting decrease in our profitability. As there are a finite number of skilled manufacturers that meet our requirements, it could take significant time to identify and qualify suitable alternatives, which could result in our missing retailing seasons or our wholesale customers canceling orders, refusing to accept deliveries or requiring that we lower selling prices. Since we prefer not to return merchandise to our manufacturers, we could also have a considerable amount of unsold merchandise. Any of these problems could harm our financial condition and results of operations.

***Our Americas Wholesale business is highly concentrated. If any of our large customers decrease their purchases of our products or experience financial difficulties, our results of operations and financial condition could be adversely affected.***

In fiscal 2018, our two largest wholesale customers accounted for a total of approximately 2.2% of our consolidated net revenue. No other single customer or group of related customers in any of our segments accounted for more than 1.0% of our consolidated net revenue in fiscal 2018. Continued consolidation in the retail industry could further decrease the number of, or concentrate the ownership of, stores that carry our products and our licensees' products. In recent years, there has been a significant increase in the number of designer brands seeking placement in department stores, which makes any one brand potentially less attractive to department stores. If any one of our major wholesale customers decides to decrease purchases from us, to stop carrying GUESS? products or to carry our products only on terms less favorable to us, our sales and profitability could significantly decrease. Similarly, some retailers have recently experienced significant financial difficulties, which in some cases have resulted in bankruptcy, liquidation and store closures. Financial difficulties of one of our major customers could result in reduced business and higher credit risk with respect to that customer. Any of these circumstances could ultimately have a material adverse effect on our results of operations and financial condition.

***Our inability to protect our reputation could have a material adverse effect on our brand.***

Our ability to maintain our reputation is critical to our brand. Our reputation could be jeopardized if we or our third party providers fail to maintain high standards for merchandise quality and integrity. Any negative publicity about these types of concerns may reduce demand for our merchandise. Failure by us or our third party providers to comply with ethical, social, product, labor, health and safety or environmental standards could also jeopardize our reputation and potentially lead to various adverse consumer actions, including boycotts. With the increased proliferation of social media, public perception about our products, our stores or our brand, whether justified or not, could significantly impair our reputation, involve us in litigation, damage our brand and have a material adverse effect on our business. Failure to comply with local laws and regulations, to maintain an effective system of internal controls or to provide accurate and timely financial statement information could also hurt our reputation. Damage to our reputation or loss of consumer confidence for any of these or other reasons could have a material adverse effect on our results of operations and financial condition, as well as require additional resources to rebuild our reputation.

***Since we do not control our licensees' actions and we depend on our licensees for a substantial portion of our earnings from operations, their conduct could harm our business.***

We license to others the rights to produce and market certain products that are sold with our trademarks. While we retain significant control over our licensees' products and advertising, we rely on our licensees for, among other things, operational and financial control over their businesses. If the quality, focus, image or distribution of our licensed products diminish, consumer acceptance of and demand for the GUESS? brands and products could decline. This could materially and adversely affect our business and results of operations. In fiscal 2018, approximately 80% of our net royalties were derived from our top five licensed product lines. A decrease in customer demand for any of these product lines could have a material adverse effect on our results of operations and financial condition. Although we believe that in most circumstances we could replace existing licensees if necessary, our inability to do so effectively or for any period of time could adversely affect our revenues and results of operations.

***We depend on our intellectual property, and our methods of protecting it may not be adequate.***

Our success and competitive position depend significantly upon our trademarks and other proprietary rights. We take steps to establish and protect our trademarks worldwide. Despite any precautions we may take to protect our intellectual property, policing unauthorized use of our intellectual property is difficult, expensive and time consuming, and we may be unable to adequately protect our intellectual property or to determine the extent of any unauthorized use, particularly in those foreign countries where the laws do not protect proprietary rights as fully as in the U.S. We also place significant value on our trade dress and the overall appearance and image of our products. However, we cannot assure you that we can prevent imitation of our products by others or prevent others from seeking to block sales of GUESS? products for purported violations of their trademarks and proprietary rights. We also cannot assure you that others will not assert rights in, or ownership of, trademarks and other proprietary rights of GUESS?, that our proprietary rights would be upheld if challenged or that we would, in that event, not be prevented from using our trademarks, any of which could have a material adverse effect on our financial condition and results of operations. Further, we could incur substantial costs in legal actions relating to our use of intellectual property or the use of our intellectual property by others. Even if we are successful in such actions, the costs we incur could have a material adverse effect on us.

***If we fail to successfully execute growth initiatives, including acquisitions and alliances, our business and results of operations could be harmed.***

We regularly evaluate strategic acquisitions and alliances and pursue those that we believe will support and contribute to our overall growth initiatives. Our historical acquisitions include our former European jeanswear licensee in 2005, our former European licensee of children's apparel in 2008 and our former European licensee of MARCIANO apparel in 2012. In addition, we have entered into joint venture relationships with partners in Brazil, the Canary Islands, Mexico, Portugal and Russia and have been directly operating our South Korea and China businesses since 2007, our international jewelry business since 2010, our Japan business starting in 2013 and our retail businesses in Australia and Singapore since 2017.

These efforts place increased demands on our managerial, operational and administrative resources that could prevent or delay the successful opening of new stores and the identification of suitable licensee partners, adversely impact the performance of our existing stores and adversely impact our overall results of operations. In addition, acquired businesses and additional store openings may not provide us with increased business opportunities, or result in the growth that we anticipate, particularly during economic downturns. Furthermore, integrating acquired operations (including operations from existing licensees or joint venture partners) is a complex, time-consuming and expensive process. Failing to acquire and successfully integrate complementary businesses, or failing to achieve the business synergies or other anticipated benefits of acquisitions or joint ventures, could materially adversely affect our business and results of operations.

***We may be unsuccessful in implementing our plans to open and operate new stores, which could harm our business and negatively affect our results of operations.***

New store openings have historically been an important part of the growth of our business. To open and operate new stores successfully, we must:

- identify desirable locations, the availability of which is out of our control;
- negotiate acceptable lease terms, including desired tenant improvement allowances;
- efficiently build and equip the new stores;
- source sufficient levels of inventory to meet the needs of the new stores;
- hire, train and retain competent store personnel;
- successfully integrate the new stores into our existing systems and operations; and
- satisfy the fashion preferences of customers in the new geographic areas.

Any of these challenges could delay our store openings, prevent us from completing our store opening plans or hinder the operations of stores we do open. These challenges could be even more pronounced in foreign markets, including markets where we have identified opportunities for store growth such as China, Russia and Turkey, due to unfamiliar local regulations, business conditions and other factors. Once open, we cannot be sure that our new stores will be profitable. Such things as unfavorable economic and business conditions and changing consumer preferences could also interfere with our store opening plans.

***Failure to successfully develop and manage new store design concepts could adversely affect our results of operations.***

The introduction and growth or maintenance of new store design concepts as part of our overall growth and productivity strategies could strain our financial and management resources and is subject to a number of other risks, including customer acceptance, product differentiation, competition and maintaining desirable locations. These risks may be compounded during the current difficult economic climate or any future economic downturn. There can be no assurance that new store designs will achieve or maintain sales and profitability levels that justify the required investments. If we are unable to successfully develop new store designs, or if consumers are not receptive to the products, design layout, or visual merchandising, our results of operations and financial results could be adversely affected. In addition, the failure of new store designs to achieve acceptable results could lead to unplanned store closures and/or impairment and other charges, which could adversely affect our results of operations and ability to grow.

***We may not fully realize expected cost savings and/or operating efficiencies related to restructuring plans or other cost-saving initiatives.***

In fiscal 2017, we implemented a global cost reduction and restructuring plan to better align our global cost and organizational structure with our current strategic initiatives. This plan included the consolidation and streamlining of our business processes and a reduction in our global workforce and other expenses. We have forecasted cost savings from this plan, supply chain and other initiatives, based on a number of assumptions and expectations which, if achieved, would improve our profitability and cash flows from operating activities. However, there can be no assurance that the expected results will be achieved. These and any future spend reductions, if any, may negatively impact our other initiatives or our efforts to grow our business, which may negatively impact our future results of operations and increase the burden on existing management, systems and resources. In addition, these cost savings may be negated or offset by unexpected or increased costs and poorer performance in other areas of the business.

***Changes in subjective assumptions, estimates and judgments by management related to complex tax matters, including those resulting from regulatory reviews, could adversely affect our financial results.***

We are subject to routine tax audits on various tax matters around the world in the ordinary course of business (including income tax, business tax, customs duties and Value Added Tax (“VAT”) matters). We regularly assess the adequacy of our uncertain tax positions and other reserves, which requires a significant amount of judgment. Although we accrue for uncertain tax positions and other reserves, the results of regulatory audits and negotiations with taxing and customs authorities may be in excess of our accruals, resulting in the payment of additional taxes, duties, penalties and interest. See Note 11 to the Consolidated Financial Statements for further discussion of our tax matters, including reserves for uncertain tax positions.

From time-to-time, we make VAT and other tax-related refund claims with various foreign tax authorities that are audited by those authorities for compliance. Failure by these foreign governments to approve or ultimately pay these claims could have a material adverse effect on our results of operations and liquidity.

***Changes in tax laws, significant shifts in the relative source of our earnings, or other unanticipated tax liabilities could adversely affect our effective income tax rate and profitability and may result in volatility in our financial results.***

We are subject to income taxes in the U.S. and numerous foreign jurisdictions. Tax laws, regulations, and administrative practices in various jurisdictions may be subject to significant change. We record tax expense based on our estimate of future payments, which include reserves for uncertain tax positions in multiple tax jurisdictions and requires significant judgment in evaluating and estimating our provision and accruals. Our effective income tax rate in the future could be affected by a number of other factors, including: the outcome of income tax audits in various jurisdictions around the world, changes in our stock price, the resolution of uncertain tax positions and changes in our operating structure. We and our subsidiaries are engaged in a number of intercompany transactions across multiple tax jurisdictions. Although we believe that these transactions reflect arm's length terms and that the proper transfer pricing documentation is in place, these transfer pricing terms and conditions may be scrutinized by local tax authorities during an audit and any resulting changes may impact our mix of earnings in countries with differing statutory tax rates. In addition, the relative amount of our foreign earnings, including earnings being lower than anticipated in jurisdictions where we have lower statutory rates and higher than anticipated in jurisdictions where we have higher statutory rates, as well as losses in jurisdictions where we are unable to realize the related tax benefits, can create volatility in our effective income tax rate. Any one of these factors could adversely impact our income tax rate and our profitability and could create ongoing variability in our quarterly or annual tax rates.

In addition, a number of countries are actively discussing or making changes to their tax laws and the reporting applicable to corporate multinationals, such as the recently enacted 2017 Tax Cuts and Jobs Act in the U.S. (referred to herein as the "Tax Reform"). Foreign governments may enact laws in response to the Tax Reform that could result in further changes to global taxation and materially affect our financial position and results of operations.

The Tax Reform significantly changes how the U.S. taxes corporations and requires complex computations to be performed that were not previously required in U.S. tax law. Interpretation of the provisions of the Tax Reform require significant judgment and estimates, which the IRS and other standard-setting bodies could interpret or issue additional guidance on how provisions of the Tax Reform should be applied that is different from our interpretation. As we evaluate additional interpretation and guidance, collect and prepare necessary data and complete our analysis, we may make adjustments to the provisional amounts we have recorded during fiscal 2018 that may materially impact our provision for income taxes in the future periods in which the adjustments are made.

***Future changes to U.S. tax or trade policies impacting multi-national companies could materially affect our financial condition and results of operations.***

During fiscal 2018, we sourced most of our finished products with partners and suppliers outside the U.S. and we continued to design and purchase fabrics globally. In addition, over time we have increased our sales of product outside of the U.S. In fiscal 2018, approximately 69% of our consolidated net revenue was generated by sales from outside of the U.S. We anticipate that these international revenues will continue to grow as a percentage of our total business over time. The current political landscape has introduced greater uncertainty with respect to future tax and trade regulations for U.S. companies like ours with significant business and sourcing operations outside the U.S.

In addition, there have been recent changes to U.S. participation in, and discussions concerning the potential renegotiation of, certain international trade agreements. We cannot predict whether, and to what extent, there may be changes to such international trade agreements or whether quotas, duties, tariffs, exchange controls or other restrictions will be changed or imposed by the U.S. or by other countries. If we or our vendors or product licensees are unable to obtain raw materials or finished goods from the countries where we or they wish to purchase them, either because of such regulatory changes or for any other reason, or if the cost of doing so should increase, it could have a material adverse effect on our results of operations and financial condition.

***Our business is global in scope and can be impacted by factors beyond our control.***

As a result of our large and growing international operations, we face the possibility of greater losses from a number of risks inherent in doing business in international markets and from a number of factors which are beyond our control. Such factors that could harm our results of operations and financial condition include, among other things:

- political instability or acts of terrorism, which disrupt trade with the countries where we operate or in which our contractors, suppliers or customers are located;
- recessions in foreign economies;
- inflationary pressures and volatility in foreign economies;
- reduced global demand resulting in the closing of manufacturing facilities;
- challenges in managing broadly dispersed foreign operations;
- local business practices that do not conform to legal or ethical guidelines;
- adoption of additional or revised quotas, restrictions or regulations relating to imports or exports;
- additional or increased customs duties, tariffs, taxes and other charges on imports or exports;
- anti-American sentiment in foreign countries where we operate resulting from actual or proposed changes to U.S. immigration and travel policies or other factors;
- delays in receipts due to our distribution centers as a result of labor unrest, increasing security requirements or other factors at U.S. or other ports;
- significant fluctuations in the value of the dollar against foreign currencies;
- increased difficulty in protecting our intellectual property rights in foreign jurisdictions;
- social, labor, legal or economic instability in the foreign markets in which we do business, which could influence our ability to sell our products in, or distribute our products from, these international markets;
- restrictions on the transfer of funds between the U.S. and foreign jurisdictions;
- our ability and the ability of our international retail store licensees, distributors and joint venture partners to locate and continue to open desirable new retail locations; and
- natural disasters in areas in which our contractors, suppliers, or customers are located.

Further, our international presence means that we are subject to certain U.S. laws, including the Foreign Corrupt Practices Act, as well as the laws of the foreign countries in which we operate, including data privacy laws. If any of our international operations, or our employees or agents, violates such laws, we could become subject to sanctions or other penalties that could negatively affect our reputation, business and operating results.

***Violation of laws or regulations, or changes to existing laws or regulations could adversely affect our business, reputation and results of operations.***

We are subject to numerous laws and regulations at the state, federal and international levels, including, but not limited to, the areas of health care, taxes, transportation and logistics, data privacy, the environment, trade, conflict minerals, product safety, employment and labor, advertising and pricing practices, consumer protection, e-commerce, anti-competition, anti-corruption and intellectual property. Compliance with these numerous laws and regulations is complicated, time consuming and expensive. In addition, the laws may be inconsistent from jurisdiction to jurisdiction and are subject to change from time to time, sometimes unexpectedly. Failure to comply or to effectively anticipate changes in such laws or regulations could have a material adverse effect on our business, reputation and results of operations.

***Violation of labor, environmental and other laws and practices by our licensees or suppliers could harm our business.***

We require our licensing partners and suppliers to operate in compliance with applicable laws and regulations. While our internal and vendor operating guidelines, code of conduct and monitoring programs promote ethical business practices and compliance with laws, we do not control our licensees or suppliers or their labor, environmental, safety or other business practices. The violation of labor, environmental, safety or other laws by any of our licensees or suppliers, or divergence of a licensee's or supplier's business practices or social responsibility standards from ours or from those generally accepted as ethical in the U.S., could interrupt or otherwise disrupt the shipment of our products, harm the value of our trademarks, damage our reputation or expose us to potential liability for their wrongdoings.

***Our business could suffer if our computer systems and websites are disrupted or cease to operate effectively.***

The efficient operation of our business is very dependent on our computer and information systems. In particular, we rely heavily on our merchandise management and ERP systems used to track sales and inventory and manage our supply chain. In addition, we have e-commerce and other Internet websites worldwide. Given the complexity of our business and the significant number of transactions that we engage in on an annual basis, it is imperative that we maintain constant operation of our computer hardware and software systems. Despite our preventative efforts, our systems are vulnerable from time-to-time to damage or interruption from, among other things, ineffective upgrades or support from third party vendors, difficulties in replacing or integrating new systems, security breaches, computer viruses, natural disasters and power outages. Any such problems or interruptions could result in incorrect information being supplied to management, inefficient ordering and replenishment of products, loss of orders (including e-commerce orders), significant expenditures, disruption of our operations, inability to produce accurate financial statements, and other adverse impacts to our business.

***A data privacy breach or failure to comply with data privacy laws could damage our reputation and customer relationships, expose us to litigation risk and potential fines and adversely affect our business.***

As part of our normal operations, we collect, process, transmit and where appropriate, retain certain sensitive and confidential employee and customer information, including credit card information. There is significant concern by consumers and employees over the security of personal information, consumer identity theft and user privacy. Despite the security measures we have in place, our facilities and systems, and those of our third party service providers, may be vulnerable to security breaches, cyber-attacks, acts of vandalism, computer viruses, misplaced or lost data, programming and/or human errors, or other similar events. As a result of recent security breaches at a number of prominent retailers, the media and public scrutiny of information security and privacy has become more intense and the regulatory environment has become more uncertain. Any security breach involving the misappropriation, loss or other unauthorized disclosure of confidential information, whether by us or our vendors, could result in significant legal and remediation expenses, severely damage our reputation and our customer relationships, harm sales, expose us to risks of litigation and liability and result in a material adverse effect on our business, financial condition and results of operations. Additionally, changing privacy laws in the United States, Europe and elsewhere, including the adoption by the European Union of the General Data Protection Regulation (“GDPR”), which becomes effective May 2018, creates new individual privacy rights and imposes increased obligations on companies handling personal data. Consequently, we may incur significant costs related to prevention and to comply with laws regarding the protection and unauthorized disclosure of personal information. A failure to comply with the stringent rules of the GDPR could result in fines of up to €20 million.

***A significant disruption at any of our distribution facilities could have a material adverse impact on our sales and operating results.***

Our U.S. business relies primarily on a single distribution center located in Louisville, Kentucky to receive, store and distribute merchandise to all of our U.S. retail stores, wholesale customers and e-commerce customers. Distribution of our products in Canada is handled primarily from two distribution centers in Montreal, Quebec. Distribution of our products in Europe has been handled primarily through a third party distribution center in Piacenza, Italy. During fiscal 2018, the Company began relocating its European distribution center from its Italy location to a new facility located in Venlo, Netherlands. The Company expects to complete its transition to the new distribution center in the Netherlands during fiscal 2019. Additionally, we utilize several third party operated distribution warehouses that service the Asia region. Any significant interruption in the operation of any of our distribution centers due to natural disasters, weather conditions, accidents, system failures, capacity issues, labor issues, relationships with our third party warehouse operators or landlords, failure to successfully complete or delays in transitioning to new facilities, new providers, and/or new distribution systems or other unforeseen causes could have a material adverse effect on our ability to replace inventory and fill orders (including e-commerce orders), negatively impacting our sales, operating results and customer relations.

***Failure to deliver merchandise timely to our distribution facilities and to our stores and wholesale customers could lead to disruptions to our business.***

The efficient operation of our global retail and wholesale businesses depends on the timely importation and customs clearance, as well as receipt of merchandise to and from our regional distribution centers. We receive

merchandise at our distribution facilities and deliver merchandise to our stores and wholesale customers using independent third parties who import as well as transport goods. The independent third parties and other entities which they rely on have employees which may be represented by labor unions. Disruptions in the delivery of merchandise caused by importation delays or work stoppages by employees or contractors of any of these or other third parties could delay the timely receipt of merchandise. There can be no assurance that such stoppages, delays or disruptions will not occur in the future. Any failure by a third party to respond adequately to our distribution needs could disrupt our operations and negatively impact our financial condition or results of operations.

***Abnormally harsh or unseasonable weather conditions could have a material adverse impact on our sales, inventory levels and operating results.***

Extreme weather conditions in areas in which our retail stores and wholesale doors are located, particularly in markets where we have a concentration of locations, could adversely affect our business. For example, heavy snowfall, rainfall or other extreme weather conditions over a prolonged period might make it difficult for our customers to travel to our stores and thereby reduce our sales and profitability. Our business is also susceptible to unseasonable weather conditions. For example, extended periods of unseasonably warm temperatures during the winter season or cool weather during the summer season could render a portion of our inventory incompatible with those unseasonable conditions. Reduced sales from extreme or prolonged unseasonable weather conditions could have a material adverse effect on our results of operations, financial condition and cash flows.

***Our results of operations could be affected by natural events in the locations in which we or our customers or suppliers operate.***

Our corporate headquarters, as well as other key operational locations, including retail, distribution and warehousing facilities, are located in areas that are subject to natural disasters such as severe weather and geological events that could disrupt our operations. Many of our suppliers and customers also have operations in these locations. The occurrence of such natural events may result in sudden disruptions in business conditions of the local economies affected, as well as of the regional and global economies. Such disruptions could result in decreased demand for our products and disruptions in our management functions, sales channels and manufacturing and distribution networks, which could have a material adverse effect on our business, financial condition and results of operations.

***Our Chairman Emeritus and our Executive Chairman and Chief Creative Officer own a significant percentage of our common stock. Their interests may differ from the interests of our other stockholders.***

Maurice Marciano, our Chairman Emeritus and Board member, and Paul Marciano, our Executive Chairman, Chief Creative Officer and Board member, collectively beneficially own approximately 29% of our outstanding shares of common stock. The sale or prospect of the sale of a substantial number of these shares could have an adverse impact on the market price of our common stock. Moreover, these individuals may have different interests than our other stockholders and, accordingly, they may direct the operations of our business in a manner contrary to the interests of our other stockholders. As long as these individuals own a significant percentage of our common stock, they may effectively be able to:

- elect our directors;
- amend or prevent amendment of our Restated Certificate of Incorporation or Bylaws;
- effect or prevent a merger, sale and/or purchase of assets or other corporate transactions; and
- control the outcome of any other matter submitted to our stockholders for vote.

Their stock ownership, together with the anti-takeover effects of certain provisions of applicable Delaware law and our Restated Certificate of Incorporation and Bylaws, may discourage acquisition bids or allow the Marcianos to delay or prevent a change in control that may be favored by our other stockholders, which in turn could reduce our stock price or prevent our stockholders from realizing a premium over our common stock price.

***Our failure to retain our existing senior management team or to retain or attract other key personnel could adversely affect our business.***

Our business requires disciplined execution at all levels of our organization in order to ensure the timely delivery of desirable merchandise in appropriate quantities to our stores and other customers. This execution requires experienced and talented management in various areas of our business including: advertising, design, finance, merchandising, operations, and production. Our success depends upon the personal efforts and abilities of our senior

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management, particularly Victor Herrero, our Chief Executive Officer, Paul Marciano, our Executive Chairman and Chief Creative Officer, and other key personnel. Although we believe we have a strong management team with relevant industry expertise, the extended loss of the services of these or other key personnel and failure to effectively identify and attract suitable successors could materially harm our business.

***A committee of the Board of Directors is conducting an investigation of allegations of improper conduct against Paul Marciano, our Executive Chairman and Chief Creative Officer.***

As disclosed on February 9, 2018, Guess?, Inc., is investigating allegations of improper conduct against Paul Marciano, our Executive Chairman and Chief Creative Officer. The investigation is being continued and completed solely by Glaser Weil LLP as independent counsel on behalf of a Special Committee of the Board of Directors. Commencing on February 20, 2018, Mr. Marciano relinquished his day-to-day responsibilities to the Company, on an unpaid basis with the agreement of the Board of Directors. Although we believe we have a strong management team with relevant industry expertise, the extended loss of the services of Mr. Marciano and failure to effectively identify and attract a suitable successor could materially harm our business.

***Fluctuations in quarterly performance including comparable store sales, sales per square foot, operating margins, timing of wholesale orders, royalty net revenue or other factors could have a material adverse effect on our earnings and our stock price.***

Our quarterly results of operations for each of our business segments have fluctuated in the past and can be expected to fluctuate in the future. Further, if our international retail store expansion plans or anticipated closure of retail stores and other productivity initiatives in the Americas fail to meet our expected results, our overhead and other related expansion costs would increase without an offsetting increase in sales and net revenue. This could have a material adverse effect on our results of operations and financial condition, including but not limited to future impairments of store assets or goodwill.

Our net revenue and operating results have historically been lower in the first half of our fiscal year due to general seasonal trends in the apparel and retail industries. Our comparable store sales, quarterly results of operations and stock price can also be affected by a variety of other factors, including:

- shifts in consumer tastes and fashion trends;
- the timing of new store openings and the relative proportion of new stores to mature stores;
- the timing and effectiveness of planned store closures in North America;
- calendar shifts of holiday or seasonal periods;
- the timing of seasonal wholesale shipments;
- the effectiveness of our inventory management;
- changes in our merchandise mix;
- changes in our mix of revenues by segment;
- the timing of promotional events;
- actions by competitors;
- weather conditions;
- changes in the business environment;
- inflationary changes in prices and costs;
- changes in the payment of future cash dividends;
- changes in currency exchange rates;
- population trends;
- changes in patterns of commerce such as the expansion of e-commerce;
- the level of pre-operating expenses associated with new stores; and
- volatility in securities' markets which could impact the value of our investments in non-operating assets.

An unfavorable change in any of the above factors could have a material adverse effect on our results of operations and our stock price.

### **ITEM 1B. Unresolved Staff Comments.**

None.

**ITEM 2. Properties.**

As of February 3, 2018, all of our principal facilities were leased with the exception of our U.S. distribution center based in Louisville, Kentucky and our administrative office based in Florence, Italy. Certain information concerning our principal facilities is set forth below:

Location	Use	Approximate Area in Square Feet
Los Angeles, California	Principal executive and administrative offices, design facilities, sales offices, warehouse facilities and sourcing used by our Americas Wholesale, Americas Retail, Corporate and Licensing support groups	341,700
Louisville, Kentucky	Distribution and warehousing facility used by our Americas Wholesale and Americas Retail segments	506,000
New York, New York	Administrative and sales offices, public relations and showrooms used by our Americas Wholesale segment	13,400
Montreal/Toronto/Vancouver, Canada	Administrative offices, showrooms and warehouse facilities used by our Americas Wholesale and Americas Retail segments	203,100
São Paulo, Brazil	Administrative office and showroom used by our Americas Wholesale and Americas Retail segments	4,000
Lugano/Stabio, Switzerland	Administrative, sales and marketing offices, design facilities and showrooms used by our Europe segment	120,700
Venlo, Netherlands	Distribution and warehousing facility used by all of our segments.	658,200
Paris, France	Administrative office and showroom used by our Europe segment	16,000
Dusseldorf/Munich, Germany	Administrative office and showrooms used by our Europe segment	14,800
Florence, Italy	Administrative office used by our Europe segment	114,800
Warsaw, Poland	Administrative office and showrooms used by our Europe segment	12,400
Lisbon, Portugal	Showroom used by our Europe segment	6,000
Moscow, Russia	Administrative office and showroom used by our Europe segment	6,500
Barcelona, Spain	Administrative office and showroom used by our Europe segment	8,600
Istanbul, Turkey	Administrative office used by our Europe segment	4,200
Shanghai, China	Administrative offices used by our Asia segment	17,800
Kowloon, Hong Kong	Administrative and sales office, showroom and licensing coordination facilities used primarily by our Asia segment	13,100
Seoul, South Korea	Administrative and sales offices, design facilities and showrooms used by our Asia segment	45,100
Tokyo, Japan	Administrative and sales offices and showroom used by our Asia segment	5,100

Our corporate, wholesale and retail headquarters and certain warehouse facilities are located in Los Angeles, California, consisting of four buildings totaling approximately 341,700 square feet. These facilities are leased by us from limited partnerships in which the sole partners are trusts controlled by and for the benefit of Maurice Marciano and Paul Marciano (the “Principal Stockholders”) and their families pursuant to a lease that expires in July 2020. The total lease payments related to these facilities are approximately \$0.3 million per month with aggregate minimum lease commitments through the term of the lease totaling approximately \$7.8 million as of February 3, 2018.

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In addition, the Company, through a wholly-owned Canadian subsidiary, leases warehouse and administrative facilities in Montreal, Quebec from a partnership affiliated with the Principal Stockholders. During fiscal 2018, the Company exercised an option to extend the lease term for an additional one-year period ending in December 2018. All other terms of the existing lease remain in full force and effect. The monthly lease payment is \$42,000 Canadian (US\$33,800) with aggregate minimum lease commitments through the term of the lease totaling approximately \$0.5 million Canadian (US\$0.4 million) as of February 3, 2018.

The Company, through a French subsidiary, leases a showroom and office space located in Paris, France from an entity that is owned in part by an affiliate of the Principal Stockholders. The lease expires in May 2020. Due to excess capacity, the lease was amended to reduce the square footage by approximately 5,100 square feet to 16,000 square feet during fiscal 2018. The amendment also provided for a corresponding reduction in aggregate rent, common area maintenance charges and property tax expense due to the lower square footage. All other terms of the existing lease remain in full force and effect. The aggregate minimum lease commitments through the term of the lease totaled approximately €1.6 million (US\$2.1 million) as of February 3, 2018.

See Note 13 to the Consolidated Financial Statements for further information regarding related party transactions.

Our U.S. distribution center is a fully automated facility based in Louisville, Kentucky. During fiscal 2016, the Company purchased this facility for approximately \$28.8 million. In February 2016, the Company entered into a ten-year \$21.5 million real estate secured loan to partially finance this purchase.

Distribution of our products in Canada is handled primarily from two leased facilities based in Montreal, Quebec. Distribution of our products in Europe has been handled primarily through a third party distribution center in Piacenza, Italy. During fiscal 2018, the Company began relocating its European distribution center from its Italy location to a new facility located in Venlo, Netherlands. The Company expects to complete its transition to the new distribution center in the Netherlands during fiscal 2019. Additionally, we utilize several third party operated distribution warehouses that service the Asia region.

We lease our showrooms, advertising, licensing, sales and merchandising offices, remote distribution and warehousing facilities and retail and factory outlet store locations under non-cancelable operating lease agreements expiring on various dates through October 2037. These facilities, located mainly in the Americas but with a growing presence in Europe and Asia, had aggregate real estate minimum lease commitments as of February 3, 2018 totaling approximately \$971.3 million, excluding related party commitments.

The terms of our store and concession leases, excluding renewal options and kick-out clauses, as of February 3, 2018, expire as follows:

Years Lease Terms Expire	Number of Stores and Concessions		
	Americas	Europe	Asia
Fiscal 2019-2021	283	124	252
Fiscal 2022-2024	116	144	57
Fiscal 2025-2027	73	99	18
Fiscal 2028-2030	9	57	7
Thereafter	—	9	—
	<u>481</u>	<u>433</u>	<u>334</u>

We believe our existing facilities are well maintained, in good operating condition and are adequate to support our present level of operations. See Note 14 to the Consolidated Financial Statements for further information regarding current lease obligations.

**ITEM 3. Legal Proceedings.**

On May 6, 2009, Gucci America, Inc. filed a complaint in the U.S. District Court for the Southern District of New York against Guess?, Inc. and certain third party licensees for the Company asserting, among other things, trademark and trade dress law violations and unfair competition. The complaint sought injunctive relief, compensatory damages, including treble damages, and certain other relief. Complaints similar to those in the above action have

also been filed by Gucci entities against the Company and certain of its subsidiaries in the Court of Milan, Italy, the Intermediate People's Court of Nanjing, China and the Court of Paris, France. The three-week bench trial in the U.S. matter concluded on April 19, 2012, with the court issuing a preliminary ruling on May 21, 2012 and a final ruling on July 19, 2012. Although the plaintiff was seeking compensation in the U.S. matter in the form of damages of \$26 million and an accounting of profits of \$99 million, the final ruling provided for monetary damages of \$2.3 million against the Company and \$2.3 million against certain of its licensees. The court also granted narrow injunctions in favor of the plaintiff for certain of the claimed infringements. On August 20, 2012, the appeal period expired without any party having filed an appeal, rendering the judgment final. On May 2, 2013, the Court of Milan ruled in favor of the Company in the Milan, Italy matter. In the ruling, the Court rejected all of the plaintiff's claims and ordered the cancellation of three of the plaintiff's Italian and four of the plaintiff's European Community trademark registrations. On June 10, 2013, the plaintiff appealed the Court's ruling in the Milan matter. On September 15, 2014, the Court of Appeal of Milan affirmed the majority of the lower Court's ruling in favor of the Company, but overturned the lower Court's finding with respect to an unfair competition claim. That portion of the matter is now in a damages phase based on the ruling. On October 16, 2015, the plaintiff appealed the remainder of the Court of Appeal of Milan's ruling in favor of the Company to the Italian Supreme Court of Cassation. In the China matter, the Intermediate People's Court of Nanjing, China issued a ruling on November 8, 2013 granting an injunction in favor of the plaintiff for certain of the claimed infringements on handbags and small leather goods and awarding the plaintiff statutory damages in the amount of approximately \$80,000. The Company strongly disagreed with the Court's decision and appealed the ruling. On August 31, 2016, the Court of Appeal for the China matter issued a decision in favor of the Company, rejecting all of the plaintiff's claims. In March 2017, the plaintiff petitioned the China Supreme Court for a retrial of the matter. On January 30, 2015, the Court of Paris ruled in favor of the Company in the France matter, rejecting all of the plaintiff's claims and partially canceling two of the plaintiff's community trademark registrations and one of the plaintiff's international trademark registrations. On February 17, 2015, the plaintiff appealed the Court of Paris' ruling. Although the Company believes that it has a strong position with respect to each of the remaining matters, it is unable to predict with certainty whether or not these efforts will ultimately be successful or whether the outcomes will have a material impact on the Company's financial position or results of operations. The parties are currently engaged in settlement discussions with respect to the remaining matters.

The Company has received customs tax assessment notices from the Italian Customs Agency regarding its customs tax audit of one of the Company's European subsidiaries for the period from July 2010 through December 2012. Such assessments totaled €9.8 million (\$12.2 million), including potential penalties and interest. The Company strongly disagrees with the positions that the Italian Customs Agency has taken and therefore filed appeals with the Milan First Degree Tax Court ("MFDTC"). In May 2015, the MFDTC issued a judgment in favor of the Company in relation to the first set of appeals (covering the period through September 2010) and canceled the related assessments totaling €1.7 million (\$2.1 million). In November 2015, the Italian Customs Agency notified the Company of its intent to appeal this first MFDTC judgment. During fiscal 2017, the Appeals Court ruled in favor of the Company and rejected the appeal by the Italian Customs Agency on the first MFDTC judgment. During fiscal 2017, the MFDTC also issued judgments in favor of the Company in relation to the second through seventh set of appeals (covering the period from October 2010 through December 2012) and canceled the related assessments totaling €8.1 million (\$10.1 million). Subsequently, the Italian Customs Agency has appealed the majority of these favorable MFDTC judgments, as well as certain of the Appeals Court judgments. While these MFDTC judgments have been favorable to the Company, there can be no assurances that the Italian Customs Agency will not be successful in its remaining appeals. It also continues to be possible that the Company will receive similar or even larger assessments for periods subsequent to December 2012 or other claims or charges related to the matter in the future. Although the Company believes that it has a strong position and will continue to vigorously defend this matter, it is unable to predict with certainty whether or not these efforts will ultimately be successful or whether the outcome will have a material impact on the Company's financial position or results of operations.

On June 6, 2017, the European Commission notified the Company that it has initiated proceedings to investigate whether certain of the Company's practices and agreements concerning the distribution of apparel and accessories within the European Union breach European Union competition rules related to cross-border transactions, internet sales limitations and resale price restrictions. The initiation of the proceedings does not mean that the European Commission has made a definitive conclusion regarding whether the Company breached any rules. The Company has cooperated and plans to continue to cooperate with the European Commission, including through responses to

requests for information and through changes to certain business practices and agreements, as appropriate. If a violation is ultimately found, a broad range of remedies is potentially available to the European Commission, including imposing a fine and/or injunctive relief prohibiting or restricting certain business practices. As of November 6, 2017, the Company and the European Commission agreed to begin a settlement discussion process to determine if the parties can mutually agree on an outcome of the proceedings. Those discussions are still ongoing. At this point, the Company is unable to predict the timing or outcome of these proceedings, including the magnitude of any potential fine. However, the Company does not currently believe that any changes to its business practices or agreements made in connection with this proceeding will have a material impact on its ongoing business operations within the European Union.

The Company is also involved in various other claims and other matters incidental to the Company's business, the resolutions of which are not expected to have a material adverse effect on the Company's financial position or results of operations.

**ITEM 4. Mine Safety Disclosures.**

Not applicable.

**PART II****ITEM 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.**

Since August 8, 1996, the Company's common stock has been listed on the New York Stock Exchange under the symbol 'GES.' The following table sets forth, for the periods indicated, the high and low sales prices per common share of the Company's common stock, and the dividends paid with respect thereto:

	Market Price		Dividends Declared and Paid
	High	Low	
<b>Fiscal year ended January 28, 2017</b>			
First Quarter Ended April 30, 2016	\$ 22.50	\$ 16.70	\$ 0.225
Second Quarter Ended July 30, 2016	18.28	14.23	0.225
Third Quarter Ended October 29, 2016	18.20	13.38	0.225
Fourth Quarter Ended January 28, 2017	16.39	11.95	0.225
<b>Fiscal year ended February 3, 2018</b>			
First Quarter Ended April 29, 2017	\$ 13.66	\$ 10.50	\$ 0.225
Second Quarter Ended July 29, 2017	13.12	9.70	0.225
Third Quarter Ended October 28, 2017	17.44	12.22	0.225
Fourth Quarter Ended February 3, 2018	19.39	14.61	0.225

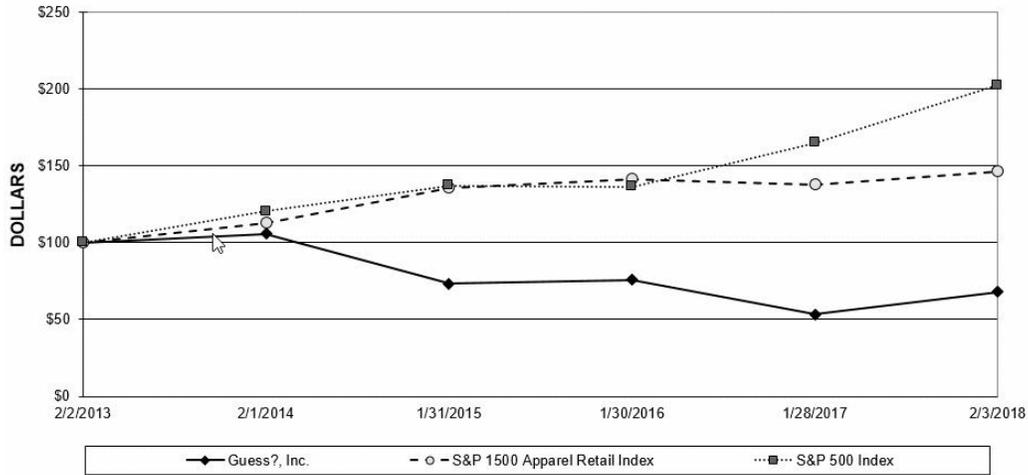
On March 26, 2018, the closing sales price per share of the Company's common stock, as reported on the New York Stock Exchange Composite Tape, was \$21.57. On March 26, 2018, there were 267 holders of record of the Company's common stock.

Prior to the initiation of a quarterly dividend on February 12, 2007, the Company had not declared any dividends on our common stock since our initial public offering in 1996. The payment of cash dividends in the future will be at the discretion of our Board of Directors and will be based upon a number of business, legal and other considerations, including our cash flow from operations, capital expenditures, debt service and covenant requirements, cash paid for income taxes, earnings, share repurchases, economic conditions and U.S. and global liquidity. On March 21, 2018, the Company announced a regular quarterly cash dividend of \$0.225 per share on the Company's common stock.

**Performance Graph**

The Stock Price Performance Graph below compares the cumulative stockholder return of the Company with that of the S&P 500 Index (a broad equity market index) and the S&P 1500 Apparel Retail Index (a published industry index) over the five fiscal year period beginning February 2, 2013. The return on investment is calculated based on an investment of \$100 on February 2, 2013, with dividends, if any, reinvested. Past performance is not necessarily indicative of future performance.

**COMPARISON OF FIVE YEAR TOTAL RETURN  
AMONG GUESS?, INC.,  
S&P 500 INDEX AND S&P 1500 APPAREL RETAIL INDEX**



**Period Ending**

<b>Company/Market/Peer Group</b>	<b>2/2/2013</b>	<b>2/1/2014</b>	<b>1/31/2015</b>	<b>1/30/2016</b>	<b>1/28/2017</b>	<b>2/3/2018</b>
Guess?, Inc.	\$ 100.00	\$ 105.70	\$ 73.54	\$ 76.01	\$ 53.47	\$ 68.02
S&P 1500 Apparel Retail Index	\$ 100.00	\$ 113.05	\$ 135.97	\$ 141.61	\$ 137.98	\$ 146.62
S&P 500 Index	\$ 100.00	\$ 120.30	\$ 137.42	\$ 136.50	\$ 164.99	\$ 202.66

**Share Repurchase Program**

The Company's share repurchases during each fiscal month of the fourth quarter of fiscal 2018 were as follows:

<b>Period</b>	<b>Total Number of Shares Purchased</b>	<b>Average Price Paid per Share</b>	<b>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</b>	<b>Maximum Number (or Approximate Dollar Value) of Shares That May Yet Be Purchased Under the Plans or Programs</b>
<b>October 29, 2017 to November 25, 2017</b>				
Repurchase program (1)	565,228	\$ 16.07	565,228	\$ 414,409,934
Employee transactions (2)	695	\$ 16.49	—	
<b>November 26, 2017 to December 30, 2017</b>				
Repurchase program (1)	1,000,000	\$ 16.19	1,000,000	\$ 398,222,536
Employee transactions (2)	109	\$ 16.25	—	
<b>December 31, 2017 to February 3, 2018</b>				
Repurchase program (1)	381,192	\$ 15.81	381,192	\$ 392,195,952
Employee transactions (2)	130,129	\$ 16.52	—	
<b>Total</b>				
Repurchase program (1)	1,946,420	\$ 16.08	1,946,420	
Employee transactions (2)	130,933	\$ 16.52	—	

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- (1) On June 26, 2012, the Company's Board of Directors authorized a program to repurchase, from time-to-time and as market and business conditions warrant, up to \$500 million of the Company's common stock. Repurchases under the program may be made on the open market or in privately negotiated transactions, pursuant to Rule 10b5-1 trading plans or other available means. There is no minimum or maximum number of shares to be repurchased under the program, which may be discontinued at any time, without prior notice.
- (2) Consists of shares surrendered to, or withheld by, the Company in satisfaction of employee tax withholding obligations that occur upon vesting of restricted stock awards/units granted under the Company's 2004 Equity Incentive Plan, as amended.

**ITEM 6. Selected Financial Data.**

The selected financial data set forth below has been derived from the audited Consolidated Financial Statements of the Company and the related notes thereto. The following selected financial data should be read in conjunction with the Company's Consolidated Financial Statements and the related notes contained herein and with "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" for information regarding accounting changes, acquisitions and other items affecting comparability.

	Year Ended (1)				
	Feb 3, 2018	Jan 28, 2017	Jan 30, 2016	Jan 31, 2015	Feb 1, 2014
(in thousands, except per share data)					
<b>Statements of income data:</b>					
Net revenue (2)	\$ 2,363,754	\$ 2,190,453	\$ 2,184,495	\$ 2,395,447	\$ 2,545,771
Earnings from operations (3) (4) (5)	65,173	22,708	121,350	125,912	222,587
Income tax expense (6)	74,172	28,212	42,464	45,824	75,248
Net earnings (loss) attributable to Guess?, Inc. (3) (4) (5) (6) (7)	(7,894)	22,761	81,851	94,570	153,434
<b>Net earnings (loss) per common share attributable to common stockholders (3) (4) (5) (6) (7):</b>					
Basic	\$ (0.11)	\$ 0.27	\$ 0.97	\$ 1.11	\$ 1.81
Diluted	\$ (0.11)	\$ 0.27	\$ 0.96	\$ 1.11	\$ 1.80
Dividends declared per common share	\$ 0.90	\$ 0.90	\$ 0.90	\$ 0.90	\$ 0.80
Weighted average common shares outstanding—basic	82,189	83,666	84,264	84,604	84,271
Weighted average common shares outstanding—diluted	82,189	83,829	84,525	84,837	84,522
<b>Balance sheet data:</b>					
Working capital (8)	\$ 640,860	\$ 698,559	\$ 709,193	\$ 790,333	\$ 821,661
Total assets	1,655,634	1,534,485	1,538,748	1,601,405	1,764,431
Borrowings and capital lease, excluding current installments	39,196	23,482	2,318	6,165	7,580
Stockholders' equity	933,475	980,994	1,031,293	1,089,446	1,169,986

- (1) The Company operates on a 52/53-week fiscal year calendar, which ends on the Saturday nearest to January 31 of each year. The results for fiscal 2018 included the impact of an additional week which occurred during the fourth quarter ended February 3, 2018.
- (2) During the fourth quarter of fiscal 2018, the Company reclassified net royalties received on the Company's inventory purchases of licensed product from net revenue to cost of product sales. Accordingly, prior period amounts related to net royalties, net revenue and cost of product sales have been adjusted to conform to the current period presentation. This resulted in a decrease to net revenue and cost of product sales of \$18.9 million, \$19.8 million, \$22.2 million and \$24.0 million during fiscal 2017, fiscal 2016, fiscal 2015 and fiscal 2014, respectively. This reclassification had no impact on previously reported earnings from operations, net earnings attributable to Guess?, Inc. or net earnings per share. Refer to Note 1 to the Consolidated Financial Statements for further information regarding this reclassification.
- (3) During fiscal 2018, the Company incurred net losses on lease terminations of \$11.4 million related primarily to the modification of certain lease agreements held with a common landlord in North America. During fiscal 2017, fiscal 2016 and fiscal 2015, the Company recorded net gains on lease terminations of \$0.7 million, \$2.3 million and \$3.8 million, respectively, related primarily to the early termination of certain lease agreements in Europe. There were no net gains (losses) on lease terminations during fiscal 2014.

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- (4) During each of the years presented, the Company recognized asset impairment charges for certain retail locations resulting from under-performance and expected store closures. Asset impairment charges recognized were approximately \$8.5 million in fiscal 2018, \$34.4 million in fiscal 2017, \$2.3 million in fiscal 2016, \$24.8 million in fiscal 2015 and \$8.8 million in fiscal 2014. Refer to Note 5 to the Consolidated Financial Statements for further detail.
- (5) During fiscal 2017, the Company incurred restructuring charges of \$6.1 million. During fiscal 2014, the Company incurred restructuring charges of \$12.4 million. Refer to Note 9 to the Consolidated Financial Statements for further detail.
- (6) During fiscal 2018, the Company recognized additional tax expense of \$47.9 million related to the enactment of the Tax Reform. This is comprised of a \$24.9 million charge for the provisional re-measurement of certain deferred taxes and related amounts and a provisional charge of \$23.0 million to income tax expense for the estimated effects of the transitional tax on the deemed repatriation of foreign earnings. During fiscal 2017, the Company recorded valuation reserves of \$6.8 million resulting from jurisdictions where there have been cumulative net operating losses, limiting the Company's ability to consider other subjective evidence to continue to recognize the existing deferred tax assets. During fiscal 2017, the Company also recorded an estimated exit tax charge of \$1.9 million related to the Company's reorganization in Europe as a result of its global cost reduction and restructuring plan. Refer to Note 11 to the Consolidated Financial Statements for further detail.
- (7) During fiscal 2017, the Company sold its minority interest equity holding in a privately-held boutique apparel company for net proceeds of approximately \$34.8 million, which resulted in a gain of approximately \$22.3 million which was recorded in other income.
- (8) In November 2015, authoritative guidance was issued which simplifies the presentation of deferred income taxes by requiring that all deferred tax liabilities and assets be classified as long-term on the balance sheet. The Company adopted this guidance during the fourth quarter of fiscal 2016 and has applied it retrospectively to all periods presented herein.

### **ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

#### **General**

Unless the context indicates otherwise, when we refer to "we," "us," "our" or the "Company" in this Form 10-K, we are referring to Guess?, Inc. and its subsidiaries on a consolidated basis.

#### ***Business Segments***

The Company's businesses are grouped into five reportable segments for management and internal financial reporting purposes: Americas Retail, Americas Wholesale, Europe, Asia and Licensing. During fiscal 2018, net revenue and related costs and expenses for certain globally serviced customers were reclassified into the segment primarily responsible for the relationship. During fiscal 2018, segment results were also adjusted to exclude corporate performance-based compensation costs, net gains (losses) on lease terminations and asset impairment charges due to the fact that these items are no longer included in the segment results provided to the Company's chief operating decision maker in order to allocate resources and assess performance. Accordingly, segment results have been adjusted for fiscal 2017 and fiscal 2016 to conform to the current period presentation. Management evaluates segment performance based primarily on revenues and earnings (loss) from operations before corporate performance-based compensation costs, net gains (losses) from lease terminations, asset impairment charges and restructuring charges, if any. The Americas Retail segment includes the Company's retail and e-commerce operations in North and Central America and its retail operations in South America. The Americas Wholesale segment includes the Company's wholesale operations in the Americas. The Europe segment includes the Company's retail, e-commerce and wholesale operations in Europe and the Middle East. The Asia segment includes the Company's retail, e-commerce and wholesale operations in Asia and the Pacific. The Licensing segment includes the worldwide licensing operations of the Company. The business segment operating results exclude corporate overhead costs, which consist of shared costs of the organization, net gains (losses) on lease terminations, asset impairment charges and restructuring charges. Corporate overhead costs are presented separately and generally include, among other things, the following unallocated corporate costs: accounting and finance, executive compensation, corporate performance-based compensation, facilities, global advertising and marketing, human resources, information technology and legal. Information regarding these segments is summarized in Note 17 to the Consolidated Financial Statements.

## **Products**

We derive our net revenue from the sale of GUESS?, G by GUESS, GUESS Kids and MARCIANO apparel and our licensees' products through our worldwide network of directly operated and licensed retail stores, wholesale customers and distributors, as well as our online sites. We also derive royalty revenue from worldwide licensing activities.

## **Foreign Currency Volatility**

Since the majority of our international operations are conducted in currencies other than the U.S. dollar (primarily the euro, Canadian dollar, Korean won, Chinese yuan, Mexican peso and Russian rouble), currency fluctuations can have a significant impact on the translation of our international revenues and earnings into U.S. dollar amounts.

In addition, some of our transactions that occur primarily in Europe, Canada, South Korea, China and Mexico are denominated in U.S. dollars, Swiss francs, British pounds and Russian roubles, exposing them to exchange rate fluctuations when these transactions (such as inventory purchases) are converted to their functional currencies. As a result, fluctuations in exchange rates can impact the operating margins of our foreign operations and reported earnings (loss), largely dependent on the transaction timing and magnitude during the period that the currency fluctuates. When these foreign exchange rates weaken versus the U.S. dollar at the time U.S. dollar denominated inventory is purchased relative to the purchases of the comparable period, our product margins could be unfavorably impacted if the relative sales prices do not change.

During fiscal 2018, the average U.S. dollar rate was weaker against the Canadian dollar, the euro, the Korean won, the Mexican peso and the Russian rouble and stronger against the Chinese yuan compared to the average rate in fiscal 2017. This had an overall favorable impact on the translation of our international revenues and earnings from operations during fiscal 2018 compared to the prior year.

If the U.S. dollar strengthens relative to the respective fiscal 2018 foreign exchange rates, foreign exchange could negatively impact our revenues and operating results as well as our international cash and other balance sheet items during fiscal 2019, particularly in Canada, Europe and Mexico. Alternatively, if the U.S. dollar weakens relative to the respective fiscal 2018 foreign exchange rates, our revenues and operating results as well as our other cash balance sheet items could be positively impacted by foreign currency fluctuations during fiscal 2019, particularly in these regions.

The Company enters into derivative financial instruments to offset some but not all of the exchange risk on foreign currency transactions. For additional discussion regarding our exposure to foreign currency risk, forward contracts designated as hedging instruments and forward contracts not designated as hedging instruments, refer to "Item 7A. Quantitative and Qualitative Disclosures About Market Risk."

## **Strategy**

The Company continues to remain focused on its five top strategic initiatives aimed at driving shareholder value, including: (i) elevating the quality of our sales organization and merchandising strategy to match the quality of our product and marketing; (ii) building a major business in Asia by unlocking the potential of the GUESS? brand in the region; (iii) creating a culture of purpose and accountability throughout the entire Company by implementing a more centralized organizational structure that reinforces our focus on sales and profitability; (iv) improving our cost structure (including supply chain and overhead); and (v) stabilizing and revitalizing our wholesale business. The following provides further details on the progress of these initiatives:

**Sales Organization and Merchandising Strategy.** We are executing on our plan to elevate the quality of our sales organization and merchandising strategy which includes: (1) elevating the product knowledge of our sales force; (2) building a more strategic and operational online organization in order to increase millennials' engagement with our brand through digital marketing and social media; (3) taking steps such as investing in key stores and developing stronger replenishment, visual, stockroom and cost-control standards in order to improve our overall field and store structure; (4) implementing a more effective yearly retail calendar to better enable each store to fully capture local opportunities; (5) using feedback from our sales force to improve our collections and increase the number and effectiveness of our SKU's; and (6) implementing a global pricing system with greater clarity and simplicity.

**Building our Asia Business.** We believe there continues to be significant potential in this region, particularly in mainland China, and plan to continue to allocate sufficient resources to fuel future growth.

**Transforming our Company's Culture.** In order to generate global synergies, major decisions (including supply chain, technology, finance, stock allocation and communications) are becoming more centralized in the Company's management team in Los Angeles. This centralized approach reinforces our focus on sales and profitability and fosters an environment of accountability and execution measured through key performance metrics.

**Improving our Cost Structure.** We plan to continue improving our cost structure by identifying synergies among departments and strengthening our supply chain. We are executing on the following supply chain initiatives to drive improvements in product costs: (i) developing a sourcing network in new territories that can offer better costs; (ii) consolidating and building strategic partnerships with high-quality suppliers to gain scale efficiencies; and (iii) implementing a global fabric platforming process for each of the regional design offices to develop and utilize common fabrics across multiple styles creating a consistently high quality global offer for our wholesale and retail customers. We are also working to shorten our lead times through partnering with our suppliers, exercising agility in the production process and continuously searching for new suppliers and sourcing opportunities in reaction to the latest trends.

We are also focused on improving the profitability of our retail business in the Americas. As almost two-thirds our leases in Americas Retail are up for renewal or have lease exit options over the next three years, we continue to have the flexibility to further optimize our retail footprint, as appropriate, in the coming years. However, we are not restricting ourselves to waiting for these dates to close stores or renegotiate rents. For example, during fiscal 2018, we modified certain of our leases held with a common landlord that had original lease end dates from fiscal 2018 to fiscal 2026 to now end in fiscal 2018 through fiscal 2020, in order to accelerate the reduction of our retail store footprint in North America.

**Stabilizing our Wholesale Business.** We are partnering with our wholesale customers to emphasize a retail-oriented mindset and encourage the adoption of best practices, including high quality visual merchandising, frequent rotation of products and maximization of inventory turns.

#### **Capital Allocation**

The Company's investments in capital for the full fiscal year 2019 are planned between \$85 million and \$95 million. The planned investments in capital are primarily related to retail and e-commerce expansion in Europe and Asia as well as continued investments in technology to support our long-term growth plans.

#### **Comparable Store Sales**

The Company reports National Retail Federation calendar comparable store sales on a quarterly basis for our retail businesses which include the combined results from our brick-and-mortar retail stores and our e-commerce sites. We also separately report the impact of e-commerce sales on our comparable store sales metric. As a result of our omni-channel strategy, our e-commerce business has become strongly intertwined with our brick-and-mortar retail store business. Therefore, we believe that the inclusion of e-commerce sales in our comparable store sales metric provides a more meaningful representation of our retail results.

Sales from our brick-and-mortar retail stores include purchases that are initiated, paid for and fulfilled at our retail stores and directly operated concessions as well as merchandise that is reserved online but paid for and picked-up at our retail stores. Sales from our e-commerce sites include purchases that are initiated and paid for online and shipped from either our distribution centers or our retail stores as well as purchases that are initiated in a retail store, but due to inventory availability at the retail store, are ordered and paid for online and shipped from our distribution centers or picked-up from a different retail store.

Store sales are considered comparable after the store has been open for 13 full months. If a store remodel results in a square footage change of more than 15%, or involves a relocation or a change in store concept, the store sales are removed from the comparable store base until the store has been opened at its new size, in its new location or under its new concept for 13 full months. E-commerce sales are considered comparable after the online site has been operational in a country for 13 full months and exclude any related revenue from shipping fees.

The comparable stores sales for fiscal 2018 have been adjusted to compare to the appropriate week in the prior year as a result of the additional week included in fiscal 2018.

Definitions and calculations of comparable store sales used by the Company may differ from similarly titled measures reported by other companies.

## **Executive Summary**

### ***Overview***

Net loss attributable to Guess?, Inc. was \$7.9 million, or diluted loss of \$0.11 per common share, for fiscal 2018, compared to net earnings attributable to Guess?, Inc. of \$22.8 million, or diluted earnings of \$0.27 per common share, for fiscal 2017.

During fiscal 2018, the Company recognized net losses on lease terminations of \$11.4 million, asset impairment charges of \$8.5 million and additional income tax expense of \$47.9 million related to the enactment of the Tax Reform (or a combined \$66.3 million after considering the related tax benefit of \$1.4 million resulting from the net losses on lease terminations and asset impairment charges), resulting in an unfavorable impact of \$0.81 per share. Excluding the impact of these items, adjusted net earnings attributable to Guess?, Inc. were \$58.4 million and adjusted diluted earnings were \$0.70 per common share for fiscal 2018. During fiscal 2017, the Company recognized asset impairment charges of \$34.4 million, restructuring charges of \$6.1 million, a restructuring related estimated exit tax charge of \$1.9 million and a valuation allowance established on certain deferred tax assets of \$6.8 million, partially offset by a gain from the sale of a minority interest investment of \$22.3 million and net gains on lease terminations of \$0.7 million (or a combined \$16.0 million after considering the net \$10.2 million tax benefit resulting from the asset impairment charges, restructuring charges, the sale of the minority interest investment and net gains on lease terminations), resulting in an unfavorable impact of \$0.19 per share. Excluding the impact of these items, adjusted net earnings attributable to Guess?, Inc. were \$38.8 million and adjusted diluted earnings were \$0.46 per common share for fiscal 2017. References to financial results excluding the impact of these items are non-GAAP measures and are addressed below under “Non-GAAP Measures.”

### ***Correction of Immaterial Error***

During the fourth quarter of fiscal 2018, the Company reclassified net royalties received on the Company’s inventory purchases of licensed product from net revenue to cost of product sales to reflect its proper treatment as a reduction of the cost of such licensed product. Accordingly, prior period amounts related to net royalties, net revenue and cost of product sales have been adjusted to conform to the current period presentation. This resulted in a decrease to net revenue and cost of product sales of \$18.9 million and \$19.8 million during fiscal 2017 and fiscal 2016, respectively. This reclassification had no impact on previously reported earnings from operations, net earnings attributable to Guess?, Inc. or net earnings per share. Refer to Note 1 to the Consolidated Financial Statements for further information regarding this reclassification.

Highlights of the Company’s performance for fiscal 2018 compared to the prior year are presented below, followed by a more comprehensive discussion under “Results of Operations”:

### ***Operations***

- Total net revenue increased 7.9% to \$2.36 billion for fiscal 2018, compared to \$2.19 billion in the prior year. In constant currency, net revenue increased by 5.3%.
- Gross margin (gross profit as a percentage of total net revenue) increased 110 basis points to 35.1% for fiscal 2018, compared to 34.0% in the prior year.
- Selling, general and administrative (“SG&A”) expenses as a percentage of total net revenue (“SG&A rate”) increased 40 basis points to 31.5% for fiscal 2018, compared to 31.1% in the prior year. SG&A expenses increased 9.0% to \$743.8 million for fiscal 2018, compared to \$682.6 million in the prior year.
- During fiscal 2018, the Company recognized net losses on lease terminations of \$11.4 million, compared to net gains on lease terminations of \$0.7 million in the prior year.

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- During fiscal 2018, the Company recognized asset impairment charges of \$8.5 million, compared to \$34.4 million in the prior year.
- The Company incurred \$6.1 million in restructuring charges during fiscal 2017.
- Operating margin increased 180 basis points to 2.8% for fiscal 2018, compared to 1.0% in the prior year. Lower asset impairment charges recorded during fiscal 2018 favorably impacted operating margin by 130 basis points compared to the prior year. Restructuring charges incurred during the prior year negatively impacted operating margin by 30 basis points in fiscal 2017. Higher net losses on lease terminations recorded during 2018 negatively impacted operating margin by 50 basis points compared to the prior year. Earnings from operations increased 187.0% to \$65.2 million for fiscal 2018, compared to \$22.7 million in the prior year.
- Other income, net (including interest income and expense), totaled \$5.1 million for fiscal 2018, compared to \$30.9 million in the prior year. During fiscal 2017, the Company recorded a gain of \$22.3 million in other income, net related to the sale of a minority interest investment.
- The effective income tax rate increased 53.0% to 105.6% for fiscal 2018, compared to 52.6% in the prior year. The Company's effective tax rate for 2018 included additional income tax expense of \$47.9 million related to the enactment of the Tax Reform, which negatively impacted the Company's effective tax rate by 68.2% in fiscal 2018. The Company's effective tax rate for fiscal 2017 included the impact of a valuation allowance established on certain deferred tax assets of \$6.8 million and an estimated exit tax charge of \$1.9 million related to the Company's reorganization in Europe as a result of the global cost reduction and restructuring plan. These items negatively impacted the Company's effective tax rate by 16.3% in fiscal 2017.

### ***Key Balance Sheet Accounts***

- The Company had \$367.4 million in cash and cash equivalents and \$0.2 million in restricted cash as of February 3, 2018, compared to \$396.1 million in cash and cash equivalents and \$1.5 million in restricted cash at January 28, 2017.
  - The Company invested \$56.1 million to repurchase 3,866,387 of its common shares during fiscal 2018, of which \$6.0 million was settled subsequent to year end. During fiscal 2017, the Company invested \$3.5 million to repurchase 289,968 of its common shares.
  - During fiscal 2018, the Company made up-front payments of approximately \$22 million related to the modification of certain lease agreements held with a common landlord in North America.
- Accounts receivable, which consists of trade receivables relating primarily to the Company's wholesale business in Europe and, to a lesser extent, to its wholesale businesses in Asia and the Americas, royalty receivables relating to its licensing operations, credit card and retail concession receivables related to its retail businesses and certain other receivables, increased by \$34.5 million, or 15.3%, to \$260.0 million as of February 3, 2018, compared to \$225.5 million at January 28, 2017. On a constant currency basis, accounts receivable increased by \$4.7 million, or 2.1%.
- Inventory increased by \$60.9 million, or 16.6%, to \$428.3 million as of February 3, 2018, compared to \$367.4 million at January 28, 2017. On a constant currency basis, inventory increased by \$21.1 million, or 5.8%.

**Global Store Count**

In fiscal 2018, together with our partners, we opened 165 new stores worldwide, consisting of 84 stores in Europe and the Middle East, 63 stores in Asia and the Pacific, 11 stores in Central and South America, five stores in the U.S. and two stores in Canada. Together with our partners, we closed 182 stores worldwide, consisting of 73 stores in Asia and the Pacific, 44 stores in Europe and the Middle East, 38 stores in the U.S., 24 stores in Canada and three stores in Central and South America.

We ended fiscal 2018 with 1,663 stores and 429 concessions worldwide, comprised as follows:

Region	Stores			Concessions		
	Total	Directly Operated	Partner Operated	Total	Directly Operated	Partner Operated
United States	308	306	2	1	—	1
Canada	89	89	—	—	—	—
Central and South America	103	59	44	27	27	—
Total Americas	500	454	46	28	27	1
Europe and the Middle East	669	400	269	33	33	—
Asia and the Pacific	494	157	337	368	177	191
Total	1,663	1,011	652	429	237	192

Of the total 1,663 stores, 1,316 were GUESS? stores, 219 were GUESS? Accessories stores, 70 were G by GUESS stores and 58 were MARCIANO stores.

**Results of Operations**

The following table sets forth actual operating results for the fiscal years 2018, 2017 and 2016 as a percentage of net revenue:

	Year Ended		
	Feb 3, 2018	Jan 28, 2017 (1)	Jan 30, 2016 (1)
Product sales	96.9 %	96.7 %	96.2 %
Net royalties (1)	3.1	3.3	3.8
Net revenue (1)	100.0	100.0	100.0
Cost of product sales (1)	64.9	66.0	64.0
Gross profit	35.1	34.0	36.0
Selling, general and administrative expenses	31.5	31.1	30.4
Net (gains) losses on lease terminations	0.5	(0.0)	(0.1)
Asset impairment charges	0.3	1.6	0.1
Restructuring charges	—	0.3	—
Earnings from operations	2.8	1.0	5.6
Interest expense	(0.1)	(0.1)	(0.1)
Interest income	0.2	0.1	0.0
Other income, net	0.1	1.4	0.3
Earnings before income tax expense	3.0	2.4	5.8
Income tax expense	3.2	1.2	1.9
Net earnings (loss)	(0.2)	1.2	3.9
Net earnings attributable to noncontrolling interests	0.1	0.2	0.2
Net earnings (loss) attributable to Guess?, Inc.	(0.3)%	1.0 %	3.7 %

(1) During the fourth quarter of fiscal 2018, the Company reclassified net royalties received on the Company's inventory purchases of licensed product from net revenue to cost of product sales. Accordingly, amounts related to net royalties, net revenue and cost of product sales as well as operating results as percentage of net revenue have been adjusted for fiscal 2017 and fiscal 2016 to conform to the current period presentation. Refer to Note 1 to the Consolidated Financial Statements for further information.

**Fiscal 2018 Compared to Fiscal 2017**

**Consolidated Results**

**Net Revenue.** Net revenue increased by \$173.3 million, or 7.9%, to \$2.36 billion for fiscal 2018, compared to \$2.19 billion in fiscal 2017. In constant currency, net revenue increased by 5.3% as currency translation fluctuations relating to our foreign operations favorably impacted net revenue by \$58.3 million compared to the prior year. The increase was driven primarily by retail expansion and positive comparable sales in our international markets and, to a lesser extent, from higher European wholesale shipments and the favorable impact on revenue from the additional week in the current year, partially offset by negative comparable sales in Americas Retail.

**Gross Margin.** Gross margin increased 110 basis points to 35.1% for fiscal 2018, compared to 34.0% in fiscal 2017, of which 80 basis points was due to a lower occupancy rate and 30 basis points was due to higher overall product margins. The lower occupancy rate was due primarily to cost reductions due primarily to store closures and negotiated rent reductions in Americas Retail and, to a lesser extent, overall leveraging of expenses, partially offset by the negative impact on the fixed cost structure resulting from negative comparable store sales in Americas Retail. The higher overall product margins were driven primarily by higher overall initial markups.

**Gross Profit.** Gross profit increased by \$83.8 million, or 11.2%, to \$828.8 million for fiscal 2018, compared to \$745.0 million in fiscal 2017. The increase in gross profit, which included the favorable impact of currency translation, was due primarily to the favorable impact on gross profit from higher revenue. Currency translation fluctuations relating to our foreign operations favorably impacted gross profit by \$22.5 million.

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The Company includes inbound freight charges, purchasing costs and related overhead, retail store occupancy costs, including rent and depreciation, and a portion of the Company's distribution costs related to its retail business in cost of product sales. The Company also includes net royalties received on the Company's inventory purchases of licensed product as a reduction to cost of product sales. The Company's gross margin may not be comparable to that of other entities since some entities include all of the costs related to their distribution in cost of product sales and others, like the Company, generally exclude wholesale-related distribution costs from gross margin, including them instead in SG&A expenses. Additionally, some entities include retail store occupancy costs in SG&A expenses and others, like the Company, include retail store occupancy costs in cost of product sales.

**SG&A Rate.** The Company's SG&A rate increased 40 basis points to 31.5% for fiscal 2018, compared to 31.1% in fiscal 2017, driven primarily by higher performance-based compensation costs, partially offset by overall leveraging of expenses.

**SG&A Expenses.** SG&A expenses increased by \$61.2 million, or 9.0%, to \$743.8 million for fiscal 2018, compared to \$682.6 million in fiscal 2017. The increase, which included the unfavorable impact of currency translation, was driven primarily by higher performance-based compensation costs and, to a lesser extent, higher distribution costs resulting from the relocation of the Company's European distribution center. Currency translation fluctuations relating to our foreign operations unfavorably impacted SG&A expenses by \$14.0 million.

**Net Gains (Losses) on Lease Terminations.** During fiscal 2018, the Company recognized net losses on lease terminations of \$11.4 million, compared to net gains on lease terminations of \$0.7 million in the prior year. The net losses on lease terminations during fiscal 2018 related primarily to the modification of certain lease agreements held with a common landlord in North America. Currency translation fluctuations relating to our foreign operations unfavorably impacted net losses on lease terminations by \$0.3 million.

**Asset Impairment Charges.** During fiscal 2018, the Company recognized asset impairment charges of \$8.5 million, compared to \$34.4 million in the prior year. The higher asset impairment charges during fiscal 2017 related primarily to the impairment of certain retail locations in North America resulting from under-performance and expected store closures.

**Restructuring Charges.** There were no restructuring charges incurred during fiscal 2018. During fiscal 2017, the Company incurred restructuring charges of \$6.1 million.

**Operating Margin.** Operating margin increased 180 basis points to 2.8% for fiscal 2018, compared to 1.0% in fiscal 2017. Lower asset impairment charges recorded during fiscal 2018 favorably impacted operating margin by 130 basis points compared to the prior year. Restructuring charges incurred during the prior year negatively impacted operating margin by 30 basis points in fiscal 2017. Higher net losses on lease terminations recorded during 2018 negatively impacted operating margin by 50 basis points compared to the prior year. Excluding the impact of these items, operating margin increased by 70 basis points compared to the prior year. Currency exchange rate fluctuations favorably impacted operating margin by approximately 30 basis points.

**Earnings from Operations.** Earnings from operations increased by \$42.5 million, or 187.0%, to \$65.2 million for fiscal 2018, compared to \$22.7 million in fiscal 2017. Currency translation fluctuations relating to our foreign operations favorably impacted earnings from operations by \$8.1 million.

**Interest Income (Expense), Net.** Interest income, net, was \$1.7 million for fiscal 2018, compared to minimal interest expense, net, in fiscal 2017 and includes the impact of hedge ineffectiveness of foreign exchange currency contracts designated as cash flow hedges.

**Other Income, Net.** Other income, net was \$3.4 million for fiscal 2018, compared to \$30.9 million in fiscal 2017. Other income, net in fiscal 2018 consisted primarily of unrealized gains on non-operating assets and net unrealized mark-to-market revaluation gains on foreign currency balances, partially offset by net realized and unrealized mark-to-market revaluation losses on foreign exchange currency contracts. Other income, net in fiscal 2017 consisted primarily of a realized gain of \$22.3 million from the sale of a minority interest investment.

**Income Tax Expense.** Income tax expense for fiscal 2018 was \$74.2 million, or a 105.6% effective tax rate, compared to \$28.2 million, or a 52.6% effective tax rate, in fiscal 2017. The increase in the effective income tax rate was primarily due to income tax adjustments made during fiscal 2018 as a result of the enactment of the Tax Reform. These adjustments included a \$24.9 million charge for the provisional re-measurement of certain deferred taxes and related amounts and a provisional charge of \$23.0 million to income tax expense for the estimated effects of the transitional tax on the deemed repatriation of foreign earnings. These items negatively impacted the Company's effective tax rate by 68.2% in fiscal 2018. The Company's effective tax rate for fiscal 2017 included the impact of a valuation allowance established on certain deferred tax assets of \$6.8 million, a portion of which was generated from asset impairment charges recorded during fiscal 2017, and an estimated exit tax charge of \$1.9 million related to the Company's reorganization in Europe as a result of the global cost reduction and restructuring plan. These items negatively impacted the Company's effective tax rate by 16.3% in fiscal 2017.

**Net Earnings Attributable to Noncontrolling Interests.** Net earnings attributable to noncontrolling interests for fiscal 2018 was \$4.0 million, net of taxes, compared to \$2.6 million, net of taxes, in fiscal 2017.

**Net Earnings (Loss) Attributable to Guess?, Inc.** Net loss attributable to Guess?, Inc. was \$7.9 million for fiscal 2018, compared to net earnings attributable to Guess?, Inc. of \$22.8 million in fiscal 2017. Diluted loss per share was \$0.11 for fiscal 2018, compared to diluted earnings per share of \$0.27 in fiscal 2017. During fiscal 2018, the Company recognized net losses on lease terminations of \$11.4 million, asset impairment charges of \$8.5 million and additional income tax charges totaling \$47.9 million related to the Tax Reform (or a combined \$66.3 million after considering the related tax benefit of \$1.4 million resulting from the net losses on lease terminations and asset impairment charges), or an unfavorable \$0.81 per share impact. Excluding the impact of these items, adjusted net earnings attributable to Guess?, Inc. were \$58.4 million and adjusted diluted earnings were \$0.70 per common share for fiscal 2018. We estimate that the positive impact from currency fluctuations on diluted loss per common share for fiscal 2018 was approximately \$0.02 per share. During fiscal 2017, the Company recognized asset impairment charges of \$34.4 million, restructuring charges of \$6.1 million, a restructuring related estimated exit tax charge of \$1.9 million and a valuation allowance established on certain deferred tax assets of \$6.8 million, partially offset by a gain from the sale of a minority interest investment of \$22.3 million and net gains on lease terminations of \$0.7 million (or a combined \$16.0 million after considering the net \$10.2 million tax benefit resulting from the asset impairment charges, restructuring charges, the sale of the minority interest investment and net gains on lease terminations), or an unfavorable \$0.19 per share impact. Excluding the impact of these items, adjusted net earnings attributable to Guess?, Inc. were \$38.8 million and adjusted diluted earnings were \$0.46 per common share for fiscal 2017. References to financial results excluding the impact of these items are non-GAAP measures and are addressed below under "Non-GAAP Measures."

**Information by Business Segment**

The following table presents our net revenue and earnings (loss) from operations by segment for the last two fiscal years (dollars in thousands):

	Fiscal 2018	Fiscal 2017	Change	% Change
<b>Net revenue:</b>				
Americas Retail	\$ 833,077	\$ 935,479	\$ (102,402)	(10.9%)
Americas Wholesale (1)	150,366	146,260	4,106	2.8
Europe (1)	998,657	788,194	210,463	26.7
Asia (1)	308,899	248,601	60,298	24.3
Licensing (2)	72,755	71,919	836	1.2
Total net revenue (2)	<u>\$ 2,363,754</u>	<u>\$ 2,190,453</u>	<u>\$ 173,301</u>	<u>7.9%</u>
<b>Earnings (loss) from operations:</b>				
Americas Retail (1)	\$ (17,301)	\$ (22,816)	\$ 5,515	24.2%
Americas Wholesale (1)	25,161	24,190	971	4.0
Europe (1)	87,376	56,961	30,415	53.4
Asia (1)	14,116	(2,381)	16,497	692.9
Licensing (1)	78,102	80,386	(2,284)	(2.8)
Total segment earnings from operations	187,454	136,340	51,114	37.5
Corporate overhead (1)	(102,429)	(73,859)	(28,570)	38.7
Net gains (losses) on lease terminations (1)	(11,373)	695	(12,068)	
Asset impairment charges (1)	(8,479)	(34,385)	25,906	
Restructuring charges	—	(6,083)	6,083	
Total earnings from operations	<u>\$ 65,173</u>	<u>\$ 22,708</u>	<u>\$ 42,465</u>	<u>187.0%</u>
<b>Operating margins:</b>				
Americas Retail	(2.1%)	(2.4%)		
Americas Wholesale (1)	16.7%	16.5%		
Europe (1)	8.7%	7.2%		
Asia (1)	4.6%	(1.0%)		
Licensing (1) (2)	107.3%	111.8%		
Total Company (2)	2.8%	1.0%		

(1) During fiscal 2018, net revenue and related costs and expenses for certain globally serviced customers were reclassified into the segment primarily responsible for the relationship. Segment results were also adjusted to exclude corporate performance-based compensation costs, net gains (losses) on lease terminations and asset impairment charges due to the fact that these items are no longer included in the segment results provided to the Company's chief operating decision maker in order to allocate resources and assess performance. Accordingly, segment results have been adjusted for fiscal 2017 to conform to the current period presentation.

(2) During the fourth quarter of fiscal 2018, the Company reclassified net royalties received on the Company's inventory purchases of licensed product from net revenue to cost of product sales. Accordingly, net revenue has been adjusted for fiscal 2017 to conform to the current period presentation. This reclassification had no impact on previously reported earnings from operations.

**Americas Retail**

Net revenue from our Americas Retail segment decreased by \$102.4 million, or 10.9%, to \$833.1 million for fiscal 2018, from \$935.5 million in fiscal 2017. In constant currency, net revenue decreased by 11.4% compared to the prior year, driven primarily by the unfavorable impact from negative comparable store sales and, to a lesser extent, store closures. Comparable store sales (including e-commerce) decreased 9% in U.S. dollars and 10% in constant currency. The inclusion of our e-commerce sales had a minimal impact on the comparable store sale percentage in U.S. dollars and constant currency. The store base for the U.S. and Canada decreased by an average of 28 net stores in fiscal 2018 compared to the prior year, resulting in a 5.4% net decrease in average square footage. Currency translation fluctuations relating to our non-U.S. retail stores and e-commerce sites favorably impacted net revenue by \$3.9 million.

Operating margin improved 30 basis points to negative 2.1% for fiscal 2018, compared to negative 2.4% in fiscal 2017. This improvement was due to higher gross margins and, to a lesser extent, a lower SG&A rate. The higher gross margins were driven primarily by cost reductions due primarily to store closures and negotiated rent reductions and, to a lesser extent, higher initial markups, partially offset by the negative impact on the fixed cost structure resulting from negative comparable store sales. The lower SG&A rate was due to lower expenses, partially offset by the negative impact on the fixed cost structure resulting from negative comparable store sales.

Loss from operations from our Americas Retail segment improved by \$5.5 million, or 24.2%, to \$17.3 million for fiscal 2018, compared to \$22.8 million in fiscal 2017. The improvement reflects the favorable impact on earnings from lower occupancy costs and lower store selling expenses driven primarily by store closures and, to a lesser extent, negotiated rent reductions, partially offset by the unfavorable impact from lower revenue.

#### ***Americas Wholesale***

Net revenue from our Americas Wholesale segment increased by \$4.1 million, or 2.8%, to \$150.4 million for fiscal 2018, compared to \$146.3 million in fiscal 2017. In constant currency, net revenue increased by 2.0% compared to the prior year, primarily by higher shipments in our Mexico wholesale business. Currency translation fluctuations relating to our non-U.S. wholesale businesses favorably impacted net revenue by \$1.2 million.

Operating margin increased 20 basis points to 16.7% for fiscal 2018, compared to 16.5% in fiscal 2017, due to higher gross margins, partially offset by higher expenses.

Earnings from operations from our Americas Wholesale segment increased by \$1.0 million, or 4.0%, to \$25.2 million for fiscal 2018, compared to \$24.2 million in fiscal 2017. The increase was driven primarily by the favorable impact on earnings from higher revenue and, to a lesser extent, higher gross margins.

#### ***Europe***

Net revenue from our Europe segment increased by \$210.5 million, or 26.7%, to \$998.7 million for fiscal 2018, compared to \$788.2 million in fiscal 2017. In constant currency, net revenue increased by 20.6% compared to the prior year, driven primarily by the favorable impact from retail expansion and, to a lesser extent, from higher shipments in our European wholesale business, positive comparable sales and the favorable impact on revenue from the additional week in the current year. As of February 3, 2018, we directly operated 400 stores in Europe compared to 336 stores at January 28, 2017, excluding concessions, which represents a 19.0% increase over the prior year. Comparable sales (including e-commerce) increased 11% in U.S. dollars and 6% in constant currency compared to the prior-year period. The inclusion of our e-commerce sales increased the comparable sales percentage by 4% in U.S. dollars and 3% in constant currency. Currency translation fluctuations relating to our European operations favorably impacted net revenue by \$47.7 million.

Operating margin increased 150 basis points to 8.7% for fiscal 2018, compared to 7.2% in fiscal 2017, due to a lower SG&A rate, partially offset by lower gross margins. The lower SG&A rate was driven primarily by the favorable impact on the fixed cost structure resulting from overall leveraging of expenses, partially offset by higher distribution costs resulting from the relocation of the Company's European distribution center. The lower gross margins were driven primarily by higher distribution costs resulting from the relocation of the Company's European distribution center, partially offset by higher initial markups.

Earnings from operations from our Europe segment increased by \$30.4 million, or 53.4%, to \$87.4 million for fiscal 2018, compared to \$57.0 million in fiscal 2017. The increase was driven primarily by the favorable impact on earnings from higher revenue, partially offset by higher occupancy costs and store selling expenses due to retail expansion and, to a lesser extent, higher distribution costs resulting from the relocation of the Company's European distribution center. Currency translation fluctuations relating to our European operations favorably impacted earnings from operations by \$7.6 million.

#### ***Asia***

Net revenue from our Asia segment increased by \$60.3 million, or 24.3%, to \$308.9 million for fiscal 2018, compared to \$248.6 million in fiscal 2017. In constant currency, net revenue increased by 22.1% compared to the prior year, driven primarily by retail expansion and, to a lesser extent, positive comparable sales. Comparable sales (including e-commerce) increased 8% in U.S. dollars and 5% in constant currency compared to the prior year. The

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inclusion of our e-commerce sales increased the comparable sales percentage by 4% in U.S. dollars and 3% in constant currency. As of February 3, 2018, we and our partners operated 494 stores and 368 concessions in Asia, compared to 504 stores and 384 concessions at January 28, 2017. As of February 3, 2018, we directly operated 157 stores and 177 concessions, compared to 108 directly operated stores and 193 concessions at January 28, 2017. Currency translation fluctuations relating to our Asian operations favorably impacted net revenue by \$5.4 million.

Operating margin increased 560 basis points to 4.6% for fiscal 2018, from negative 1.0% in fiscal 2017. The increase in operating margin was due to higher gross margins and, to a lesser extent, a lower SG&A rate driven primarily by overall leveraging of occupancy costs and SG&A expenses.

Earnings from operations from our Asia segment was \$14.1 million for fiscal 2018, compared to loss from operations of \$2.4 million in fiscal 2017. The increase in earnings from operations was driven by the favorable impact on earnings from higher revenue. Currency translation fluctuations relating to our Asian operations favorably impacted earnings from operations by \$0.6 million.

### **Licensing**

Net royalty revenue from our Licensing segment increased by \$0.8 million, or 1.2%, to \$72.8 million for fiscal 2018, compared to \$71.9 million in fiscal 2017.

Earnings from operations from our Licensing segment decreased by \$2.3 million, or 2.8%, to \$78.1 million for fiscal 2018, from \$80.4 million in fiscal 2017.

### **Corporate Overhead**

Unallocated corporate overhead increased by \$28.6 million to \$102.4 million for fiscal 2018, compared to \$73.9 million in fiscal 2017. The increase was driven primarily by higher performance-based compensation costs.

## **Fiscal 2017 Compared to Fiscal 2016**

### **Consolidated Results**

**Net Revenue.** Net revenue increased by \$6.0 million, or 0.3%, to \$2.19 billion for fiscal 2017, compared to \$2.18 billion in fiscal 2016. In constant currency, net revenue increased by 1.1% as currency translation fluctuations relating to our foreign operations unfavorably impacted net revenue by \$17.2 million compared to the prior year.

**Gross Margin.** Gross margin decreased 200 basis points to 34.0% for fiscal 2017, from 36.0% in fiscal 2016, of which 120 basis points was due to lower overall product margins and 80 basis points was due to a higher occupancy rate. The lower overall product margins were due primarily to more markdowns in Americas Retail. The higher occupancy rate was driven primarily by the negative impact on the Company's fixed cost structure resulting from negative comparable store sales in Americas Retail.

**Gross Profit.** Gross profit decreased by \$42.4 million, or 5.4%, to \$745.0 million for fiscal 2017, from \$787.4 million in fiscal 2016. The decrease in gross profit, which included the unfavorable impact of currency translation, was due primarily to lower overall product margins and higher occupancy costs resulting from retail expansion in our international markets. Currency translation fluctuations relating to our foreign operations unfavorably impacted gross profit by \$6.5 million.

**SG&A Rate.** The Company's SG&A rate increased 70 basis points to 31.1% for fiscal 2017, compared to 30.4% in fiscal 2016, due primarily to the unfavorable impact from segment mix, partially offset by lower performance-based compensation costs.

**SG&A Expenses.** SG&A expenses increased by \$16.5 million, or 2.5%, to \$682.6 million for fiscal 2017, compared to \$666.1 million in fiscal 2016. The increase, which included the favorable impact of currency translation, was driven by higher investments to support our expansion, partially offset by lower current-year performance-based compensation costs and prior-year charges for legal matters of \$7.0 million. Currency translation fluctuations relating to our foreign operations favorably impacted SG&A expenses by \$3.6 million.

**Net Gains on Lease Terminations.** During fiscal 2017, the Company recognized net gains on lease terminations of \$0.7 million, compared to \$2.3 million in the prior year. The net gains on lease terminations related primarily to the early termination of certain lease agreements in Europe

**Asset Impairment Charges.** During fiscal 2017, the Company recognized asset impairment charges of \$34.4 million, compared to \$2.3 million in the prior year. The higher asset impairment charges during fiscal 2017 related primarily to the impairment of certain retail locations in North America resulting from under-performance and expected store closures. Currency translation fluctuations relating to our foreign operations unfavorably impacted asset impairment charges by \$0.5 million.

**Restructuring Charges.** During the first quarter of fiscal 2017, the Company implemented a global cost reduction and restructuring plan to better align its global cost and organizational structure with its current strategic initiatives. This plan included the consolidation and streamlining of the Company's business processes and a reduction in its global workforce and other expenses. These actions resulted in restructuring charges of \$6.1 million incurred during fiscal 2017.

**Operating Margin.** Operating margin decreased 460 basis points to 1.0% for fiscal 2017, from 5.6% in fiscal 2016. Higher asset impairment charges recorded during fiscal 2017 unfavorably impacted operating margin by 150 basis points compared to the prior year. Restructuring charges negatively impacted operating margin by 30 basis points in fiscal 2017. Lower net gains on lease terminations recorded during fiscal 2017 unfavorably impacted operating margin by 10 basis points compared to the prior year. Currency exchange rate fluctuations negatively impacted operating margin by approximately 70 basis points.

**Earnings from Operations.** Earnings from operations decreased by \$98.6 million, or 81.3%, to \$22.7 million for fiscal 2017, from \$121.4 million in fiscal 2016. Currency translation fluctuations relating to our foreign operations unfavorably impacted earnings from operations by \$3.6 million.

**Interest Expense, Net.** Interest expense, net was minimal for fiscal 2017, compared to \$0.9 million in fiscal 2016 and includes the impact of hedge ineffectiveness of foreign exchange currency contracts designated as cash flow hedges.

**Other Income, Net.** Other income, net was \$30.9 million for fiscal 2017, compared to \$6.8 million in fiscal 2016. Other income, net in fiscal 2017 consisted primarily of a realized gain of \$22.3 million from the sale of a minority interest investment. Other income, net in fiscal 2016 consisted primarily of net realized and unrealized mark-to-market revaluation gains on foreign exchange currency contracts and realized gains on the sale of other assets, partially offset by net unrealized mark-to-market revaluation losses on foreign currency balances.

**Income Tax Expense.** Income tax expense for fiscal 2017 was \$28.2 million, or a 52.6% effective tax rate, compared to \$42.5 million, or a 33.4% effective tax rate, in fiscal 2016. The increase in the effective income tax rate was due primarily to more losses incurred in certain foreign jurisdictions where the Company has valuation allowances, partially offset by the favorable impact of a lower tax rate on the gain from the sale of a minority interest investment during fiscal 2017 compared to the prior year. The Company's effective tax rate for fiscal 2017 included the impact of a valuation allowance established on certain deferred tax assets of \$6.8 million, a portion of which was generated from asset impairment charges recorded during fiscal 2017, and an estimated exit tax charge of \$1.9 million related to the Company's reorganization in Europe as a result of the global cost reduction and restructuring plan. These items negatively impacted the Company's effective tax rate by 16.3% in fiscal 2017.

**Net Earnings Attributable to Noncontrolling Interests.** Net earnings attributable to noncontrolling interests for fiscal 2017 was \$2.6 million, net of taxes, compared to \$3.0 million, net of taxes, in fiscal 2016.

**Net Earnings Attributable to Guess?, Inc.** Net earnings attributable to Guess?, Inc. decreased by \$59.1 million, or 72.2%, to \$22.8 million for fiscal 2017, from \$81.9 million in fiscal 2016. Diluted earnings per share decreased to \$0.27 per share for fiscal 2017, from \$0.96 per share in fiscal 2016. During fiscal 2017, the Company recognized asset impairment charges of \$34.4 million, restructuring charges of \$6.1 million, a restructuring related estimated exit tax charge of \$1.9 million and a valuation allowance established on certain deferred tax assets of \$6.8 million,

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partially offset by a gain from the sale of a minority interest investment of \$22.3 million and net gains on lease terminations of \$0.7 million (or a combined \$16.0 million after considering the net \$10.2 million tax benefit resulting from the asset impairment charges, restructuring charges, the sale of the minority interest investment and net gains on lease terminations), or an unfavorable \$0.19 per share impact. Excluding the impact of these items, adjusted net earnings attributable to Guess?, Inc. were \$38.8 million and adjusted diluted earnings were \$0.46 per common share for fiscal 2017. References to financial results excluding the impact of these items are non-GAAP measures and are addressed below under “Non-GAAP Measures.” We estimate that the negative impact from currency fluctuations on diluted earnings per common share for fiscal 2017 was approximately \$0.13 per share. During fiscal 2016, the Company also recognized net gains on lease terminations of \$2.3 million which was mostly offset by asset impairment charges of \$2.3 million, resulting in a minimal per share impact.

**Information by Business Segment**

The following table presents our net revenue and earnings (loss) from operations by segment for fiscal 2017 and fiscal 2016 (dollars in thousands):

	Fiscal 2017	Fiscal 2016	Change	% Change
<b>Net revenue:</b>				
Americas Retail	\$ 935,479	\$ 981,942	\$ (46,463)	(4.7%)
Americas Wholesale (1)	146,260	155,594	(9,334)	(6.0)
Europe (1)	788,194	722,877	65,317	9.0
Asia (1)	248,601	240,041	8,560	3.6
Licensing (2)	71,919	84,041	(12,122)	(14.4)
Total net revenue (2)	<u>\$ 2,190,453</u>	<u>\$ 2,184,495</u>	<u>\$ 5,958</u>	<u>0.3%</u>
<b>Earnings (loss) from operations:</b>				
Americas Retail (1)	\$ (22,816)	\$ 18,414	\$ (41,230)	(223.9%)
Americas Wholesale (1)	24,190	29,579	(5,389)	(18.2)
Europe (1)	56,961	53,673	3,288	6.1
Asia (1)	(2,381)	10,309	(12,690)	(123.1)
Licensing (1)	80,386	92,189	(11,803)	(12.8)
Total segment earnings from operations	136,340	204,164	(67,824)	(33.2)
Corporate overhead (1)	(73,859)	(82,864)	9,005	(10.9)
Net gains (losses) on lease terminations (1)	695	2,337	(1,642)	
Asset impairment charges (1)	(34,385)	(2,287)	(32,098)	
Restructuring charges	(6,083)	—	(6,083)	
Total earnings from operations	<u>\$ 22,708</u>	<u>\$ 121,350</u>	<u>\$ (98,642)</u>	<u>(81.3%)</u>
<b>Operating margins:</b>				
Americas Retail (1)	(2.4%)	1.9%		
Americas Wholesale (1)	16.5%	19.0%		
Europe (1)	7.2%	7.4%		
Asia (1)	(1.0%)	4.3%		
Licensing (1) (2)	111.8%	109.7%		
Total Company (2)	1.0%	5.6%		

(1) During fiscal 2018, net revenue and related costs and expenses for certain globally serviced customers were reclassified into the segment primarily responsible for the relationship. Segment results were also adjusted to exclude corporate performance-based compensation costs, net gains (losses) on lease terminations and asset impairment charges due to the fact that these items are no longer included in the segment results provided to the Company’s chief operating decision maker in order to allocate resources and assess performance. Accordingly, segment results have been adjusted for fiscal 2017 and fiscal 2016 to conform to the current period presentation.

(2) During the fourth quarter of fiscal 2018, the Company reclassified net royalties received on the Company’s inventory purchases of licensed product from net revenue to cost of product sales. Accordingly, net revenue has been adjusted for fiscal 2017 and fiscal 2016 to conform to the current period presentation. This reclassification had no impact on previously reported earnings from operations.

### ***Americas Retail***

Net revenue from our Americas Retail segment decreased by \$46.5 million, or 4.7%, to \$935.5 million for fiscal 2017, from \$981.9 million in fiscal 2016. In constant currency, net revenue decreased by 4.1% compared to the prior year, driven primarily by the unfavorable impact from negative comparable store sales and net store closures. Comparable store sales (including e-commerce) in the U.S. and Canada decreased 4.9% in U.S. dollars and 4.5% in constant currency, which excludes the unfavorable translation impact from currency fluctuations relating to our Canadian retail stores and e-commerce sites. E-commerce sales increased by \$2.9 million, or 3.2%, to \$92.4 million for fiscal 2017, compared to \$89.5 million in fiscal 2016. The inclusion of our e-commerce sales improved the comparable store sale percentage by 0.8% in U.S. dollars and 0.9% in constant currency. The store base for the U.S. and Canada decreased by an average of 11 net stores in fiscal 2017 compared to the prior year, resulting in a 0.8% net decrease in average square footage. Currency translation fluctuations relating to our non-U.S. retail stores and e-commerce sites unfavorably impacted net revenue by \$6.4 million.

Operating margin decreased 430 basis points to negative 2.4% for fiscal 2017, from 1.9% in fiscal 2016, due to lower gross margins and a higher SG&A rate. The lower gross margins were driven primarily by more markdowns and the negative impact on the fixed cost structure resulting from negative comparable store sales. The higher SG&A rate was due primarily to the negative impact on the fixed cost structure resulting from negative comparable store sales.

Loss from operations from our Americas Retail segment was \$22.8 million for fiscal 2017, compared to earnings from operations of \$18.4 million in fiscal 2016. The deterioration reflects the impact on earnings from negative comparable store sales and lower product margins.

### ***Americas Wholesale***

Net revenue from our Americas Wholesale segment decreased by \$9.3 million, or 6.0%, to \$146.3 million for fiscal 2017, from \$155.6 million in fiscal 2016. In constant currency, net revenue decreased by 2.7% compared to the prior year, driven primarily by lower shipments in our U.S. wholesale business. Currency translation fluctuations relating to our non-U.S. wholesale businesses unfavorably impacted net revenue by \$5.2 million.

Operating margin decreased 250 basis points to 16.5% for fiscal 2017, from 19.0% in fiscal 2016, driven by lower gross margins and a higher SG&A rate. The lower gross margins were driven primarily by the unfavorable impact from currency exchange rate fluctuations on product costs and lower initial markups. The higher SG&A rate was due primarily to overall deleveraging.

Earnings from operations from our Americas Wholesale segment decreased by \$5.4 million, or 18.2%, to \$24.2 million for fiscal 2017, from \$29.6 million in fiscal 2016. The decrease was driven by the negative impact on earnings from lower product margins and lower revenue. Currency translation fluctuations relating to our non-U.S. wholesale businesses unfavorably impacted earnings from operations by \$1.6 million.

### ***Europe***

Net revenue from our Europe segment increased by \$65.3 million, or 9.0%, to \$788.2 million for fiscal 2017, compared to \$722.9 million in fiscal 2016. In constant currency, net revenue increased by 9.4% compared to the prior year, driven primarily by the favorable impact from retail expansion and a percentage increase in the high-single digits for comparable store sales, partially offset by lower shipments in our European wholesale business. As of January 28, 2017, we directly operated 336 stores in Europe compared to 280 stores at January 30, 2016, excluding concessions, which represents a 20.0% increase over the prior year. Currency translation fluctuations relating to our European operations unfavorably impacted net revenue by \$2.4 million.

Operating margin decreased 20 basis points to 7.2% for fiscal 2017, from 7.4% in fiscal 2016, due to lower gross margins, partially offset by a lower SG&A rate. The lower gross margins were driven primarily by the unfavorable impact from currency exchange rate fluctuations, partially offset by the favorable impact from positive comparable store sales. The lower SG&A rate was driven by the favorable impact on the fixed cost structure resulting from overall leveraging of expenses.

Earnings from operations from our Europe segment increased by \$3.3 million, or 6.1%, to \$57.0 million for fiscal 2017, compared to \$53.7 million in fiscal 2016. The increase was due to the favorable impact on earnings from

higher revenue, partially offset by higher occupancy costs and store selling expenses due to retail expansion. Currency translation fluctuations relating to our European operations unfavorably impacted earnings from operations by \$1.6 million.

### *Asia*

Net revenue from our Asia segment increased by \$8.6 million, or 3.6%, to \$248.6 million for fiscal 2017, compared to \$240.0 million in fiscal 2016. In constant currency, net revenue increased by 4.9% compared to the prior year, driven primarily by retail expansion and positive comparable stores in China. As of January 28, 2017, we and our partners operated 504 stores and 384 concessions in Asia, compared to 490 stores and 416 concessions at January 30, 2016. Currency translation fluctuations relating to our Asian operations unfavorably impacted net revenue by \$3.1 million.

Operating margin decreased 530 basis points to negative 1.0% for fiscal 2017, from 4.3% in fiscal 2016. The decrease in operating margin was driven primarily by a higher SG&A rate and lower gross margins. The higher SG&A rate was driven primarily by higher expenses resulting from retail expansion in China and country mix. The lower gross margins were driven by higher occupancy costs due to retail expansion in China and the unfavorable impact from country mix.

Loss from operations from our Asia segment was \$2.4 million for fiscal 2017, compared to earnings from operations of \$10.3 million in fiscal 2016. The deterioration was driven by higher SG&A expenses and occupancy costs due primarily to expansion in China.

### *Licensing*

Net royalty revenue from our Licensing segment decreased by \$12.1 million, or 14.4%, to \$71.9 million for fiscal 2017, from \$84.0 million in fiscal 2016. The decrease was driven primarily by overall softness in our licensing business, particularly in our watch and footwear categories.

Earnings from operations from our Licensing segment decreased by \$11.8 million, or 12.8%, to \$80.4 million for fiscal 2017, from \$92.2 million in fiscal 2016. The decrease was driven primarily by the unfavorable impact to earnings from lower revenue.

### *Corporate Overhead*

Unallocated corporate overhead decreased by \$9.0 million to \$73.9 million for fiscal 2017, compared to \$82.9 million in fiscal 2016. The decrease was driven primarily by lower performance-based compensation costs during fiscal 2017 and charges related to legal matters of \$7.0 million during fiscal 2016.

### **Non-GAAP Measures**

The Company's reported financial results are presented in accordance with GAAP. The reported net loss attributable to Guess?, Inc. and diluted loss per share in fiscal 2018 reflect the impact of (i) net losses on a lease termination, (ii) asset impairment charges, (iii) the tax effects of these adjustments and (iv) additional income tax expense related to the enactment of the Tax Reform. The reported net earnings attributable to Guess?, Inc. and diluted earnings per share in fiscal 2017 reflect the impact of (i) net gains on lease terminations, (ii) asset impairment charges, (iii) restructuring charges and a related estimated exit tax charge, (iv) a gain related to the sale of a minority interest investment, (v) the tax effects of these adjustments and (vi) a valuation allowance established on certain deferred tax assets. The reported net earnings attributable to Guess?, Inc. and diluted earnings per share in fiscal 2016 reflect the impact of (i) net gains on lease terminations, (ii) asset impairment charges and (iii) the tax effects of these adjustments. These items affect the comparability of the Company's reported results. The financial results are also presented on a non-GAAP basis, as defined in Section 10(e) of Regulation S-K of the SEC, to exclude the effect of these items. The Company believes that these "non-GAAP" or "adjusted" financial measures are useful for investors to evaluate the comparability of the Company's operating results and its future outlook when reviewed in conjunction with the Company's GAAP financial statements. The non-GAAP measures are provided in addition to, and not as alternatives for, the Company's reported GAAP results.

The adjusted measures for fiscal 2018 exclude the impact of net losses on lease terminations of \$11.4 million, asset impairment charges of \$8.5 million and additional income tax expense of \$47.9 million related to the enactment of the Tax Reform. The net losses on lease terminations related primarily to the modification of certain lease agreements

held with a common landlord in North America. The asset impairment charges related primarily to the impairment of certain retail locations in North America resulting from under-performance and expected store closures. The additional income tax expense related to the enactment of the Tax Reform is comprised of a provisional charge of \$24.9 million for the re-measurement of U.S. deferred tax assets and a provisional charge of \$23.0 million for the estimated effects of the transitional tax on the deemed repatriation of foreign earnings. These items resulted in a combined \$66.3 million impact (after considering the related tax benefit of \$1.4 million resulting from the net losses on lease terminations and asset impairment charges), or an unfavorable \$0.81 per share impact during fiscal 2018. Net loss attributable to Guess?, Inc. was \$7.9 million and diluted loss per common share was \$0.11 for fiscal 2018. Excluding the impact of these items, adjusted net earnings attributable to Guess?, Inc. were \$58.4 million and adjusted diluted earnings per common share were \$0.70 for fiscal 2018.

The adjusted measures for fiscal 2017 exclude the impact of asset impairment charges of \$34.4 million, restructuring charges of \$6.1 million, a restructuring related estimated exit tax charge of \$1.9 million and a valuation allowance established on certain deferred tax assets of \$6.8 million, partially offset by a gain related to the sale of a minority interest investment of \$22.3 million and net gains on lease terminations of \$0.7 million. The asset impairment charges related primarily to the impairment of certain retail locations in North America resulting from under-performance and expected store closures. During the first quarter of fiscal 2017, the Company implemented a global cost reduction and restructuring plan to better align its global cost and organizational structure with its current strategic initiatives. This plan included the consolidation and streamlining of the Company's business processes and a reduction in its global workforce and other expenses. During fiscal 2017, the Company recorded a valuation allowance on certain deferred tax assets, a portion of which was generated from asset impairment charges recorded during fiscal 2017. The net gains on lease terminations related primarily to the early termination of certain lease agreements in Europe. These items resulted in a combined \$16.0 million impact (after considering the net \$10.2 million tax benefit resulting from the asset impairment charges, restructuring charges, the sale of the minority interest investment and net gains on lease terminations), or an unfavorable \$0.19 per share impact during fiscal 2017. Net earnings attributable to Guess?, Inc. were \$22.8 million and diluted earnings per common share were \$0.27 for fiscal 2017. Excluding the impact of these items, adjusted net earnings attributable to Guess?, Inc. were \$38.8 million and adjusted diluted earnings per common share were \$0.46 for fiscal 2017.

The adjusted measures for fiscal 2016 exclude the impact of asset impairment charges of \$2.3 million which was mostly offset by net gains on lease terminations of \$2.3 million, resulting in a minimal per share impact. The asset impairment charges related primarily to the impairment of certain retail locations in North America resulting from under-performance and expected store closures. The net gains on lease terminations related primarily to the early termination of certain lease agreements in Europe.

Our discussion and analysis herein also includes certain constant currency financial information. Foreign currency exchange rate fluctuations affect the amount reported from translating the Company's foreign revenue, expenses and balance sheet amounts into U.S. dollars. These rate fluctuations can have a significant effect on reported operating results under GAAP. The Company provides constant currency information to enhance the visibility of underlying business trends, excluding the effects of changes in foreign currency translation rates. To calculate net revenue, comparable store sales and earnings (loss) from operations on a constant currency basis, operating results for the current-year period are translated into U.S. dollars at the average exchange rates in effect during the comparable period of the prior year. To calculate balance sheet amounts on a constant currency basis, the current year balance sheet amount is translated into U.S. dollars at the exchange rate in effect at the comparable prior-year period. The constant currency calculations do not adjust for the impact of revaluing specific transactions denominated in a currency that is different to the functional currency of that entity when exchange rates fluctuate. The constant currency information presented may not be comparable to similarly titled measures reported by other companies.

In calculating the estimated impact of currency fluctuations (including translational and transactional impacts) on other measures such as earnings (loss) per share, the Company estimates gross margin (including the impact of foreign exchange currency contracts designated as cash flow hedges for anticipated merchandise purchases) and expenses using the appropriate prior-year rates, translates the estimated foreign earnings (loss) at the comparable prior-year rates and excludes the year-over-year earnings impact of gains or losses arising from balance sheet remeasurement and foreign exchange currency contracts not designated as cash flow hedges for merchandise purchases.

## **Liquidity and Capital Resources**

We need liquidity globally primarily to fund our working capital, occupancy costs, the expansion, remodeling and rationalization of our retail stores, shop-in-shop programs, concessions, systems, infrastructure, other existing operations, international growth and potential acquisitions and investments. In addition, in the U.S. we need liquidity to fund share repurchases and payment of dividends to our stockholders. Generally, our working capital needs are highest during the late summer and fall as our inventories increase before the holiday selling period. During the fiscal year ended February 3, 2018, the Company relied primarily on trade credit, available cash, real estate and other operating leases, capital leases, proceeds from short-term lines of credit and internally generated funds to finance our operations, payment of dividends, share repurchases and expansion. The Company anticipates that we will be able to satisfy our ongoing cash requirements during the next twelve months for working capital, capital expenditures, payments on our debt, capital leases and operating leases as well as lease termination payments, potential acquisitions and investments, share repurchases and dividend payments to stockholders, primarily with cash flow from operations and existing cash balances supplemented by borrowings under our existing Credit Facility in the U.S. and Canada as well as bank facilities in Europe, as described below under “—Borrowings and Capital Lease Obligations.”

In December 2017, the U.S. government enacted the Tax Reform which significantly changes the U.S. corporate income tax laws, including moving from a global taxation regime to a territorial regime and lowering the future U.S. federal tax rate from 35% to 21%. The Company is now required to pay a tax on all historical earnings of foreign subsidiaries that have not been repatriated to the U.S., and as a result, the Company has recorded a provisional charge of \$23.0 million during the fourth quarter of fiscal 2018. Such charges are expected to be paid over an eight year period as the Tax Reform allows beginning in calendar 2018. The Company has provided for any additional tax liabilities on amounts that are estimated to be repatriated from foreign operations as a result of the Tax Reform. We have not provided for other income taxes on undistributed foreign earnings expected to be reinvested outside the U.S. If in the future we decide to repatriate such earnings, we would incur other incremental taxes. Our current plans do not indicate a need to repatriate them to fund our U.S. cash requirements. As of February 3, 2018, the Company had cash and cash equivalents of \$367.4 million, of which approximately \$76.9 million was held in the U.S.

Excess cash and cash equivalents, which represent the majority of our outstanding cash and cash equivalents balance, are held primarily in overnight deposit and short-term time deposit accounts. Please see “Part I, Item 1A. Risk Factors” for a discussion of risk factors which could reasonably be likely to result in a decrease of internally generated funds available to finance capital expenditures and working capital requirements.

The Company has presented below the cash flow performance comparison of the year ended February 3, 2018 versus the year ended January 28, 2017. As a result of the adoption of new authoritative guidance during fiscal 2018, which impacted the classification of certain cash receipts and cash payments in the statement of cash flows, the amounts related to cash flows from operating, investing and financing activities as well as the effect of exchange rates on cash, cash equivalents and restricted cash have been updated for fiscal 2017 to conform to the current period presentation. Refer to Note 2 to the Consolidated Financial Statements for further description of these changes.

### ***Operating Activities***

Net cash provided by operating activities was \$148.4 million for the fiscal year ended February 3, 2018, compared to \$71.7 million for the fiscal year ended January 28, 2017, or an increase of \$76.6 million. The increase was driven primarily by the favorable impact of changes in working capital during fiscal 2018 compared to the prior year. The change in working capital was driven primarily by the favorable impact from timing of payments and improved inventory management during fiscal 2018 compared to the prior year. Net cash provided by operating activities for fiscal 2018 includes the impact from up-front payments of approximately \$22 million related to the modification of certain lease agreements held with a common landlord in North America.

### ***Investing Activities***

Net cash used in investing activities was \$90.3 million for the fiscal year ended February 3, 2018, compared to \$49.0 million for the fiscal year ended January 28, 2017. Net cash used in investing activities related primarily to capital expenditures incurred on international retail expansion, investments in technology infrastructure and existing store remodeling programs. In addition, the cost of any business acquisitions, settlement of forward exchange currency contracts, purchases of investments and proceeds from the disposition of long-term assets are also included in cash flows used in investing activities.

The increase in cash used in investing activities was driven primarily by proceeds received in the prior year from the sale of long-term assets. During the fiscal year ended February 3, 2018, the Company opened 129 directly operated stores compared to 130 directly operated stores that were opened in the prior year.

#### ***Financing Activities***

Net cash used in financing activities was \$128.7 million for the fiscal year ended February 3, 2018, compared to \$69.0 million for the fiscal year ended January 28, 2017. Cash used in financing activities related primarily to the payment of dividends and the repurchases of shares of the Company's common stock. In addition, payments related to borrowings, capital lease obligations, capital distributions to noncontrolling interests, issuance of common stock under our equity plans, purchase of redeemable noncontrolling interest and debt issuance costs and proceeds from borrowings and capital contributions from noncontrolling interests are also included in cash flows used in financing activities.

The increase in net cash used in financing activities was due primarily due to higher repurchases of shares of the Company's common stock and prior-year proceeds from the Company's ten-year \$21.5 million real estate secured loan entered into during fiscal 2017. During fiscal 2018, the Company invested \$56.1 million to repurchase 3,866,387 of its common shares, of which \$6.0 million was settled subsequent to year end. During fiscal 2017, the Company invested \$3.5 million to repurchase 289,968 of its common shares.

#### ***Effect of Exchange Rates on Cash, Cash Equivalents and Restricted Cash***

During the fiscal year ended February 3, 2018, changes in foreign currency translation rates increased our reported cash, cash equivalents and restricted cash balance by \$40.7 million. This compares to a decrease of \$2.1 million in cash, cash equivalents and restricted cash driven by changes in foreign currency translation rates during the fiscal year ended January 28, 2017.

#### ***Working Capital***

As of February 3, 2018, the Company had net working capital (including cash and cash equivalents) of \$640.9 million, compared to \$698.6 million at January 28, 2017. The Company's primary working capital needs are for accounts receivable and inventory. Accounts receivable increased by \$34.5 million, or 15.3%, to \$260.0 million as of February 3, 2018, compared to \$225.5 million at January 28, 2017. The accounts receivable balance consists of trade receivables relating primarily to the Company's wholesale business in Europe and, to a lesser extent, to its wholesale businesses in Asia and the Americas, royalty receivables relating to its licensing operations, credit card and retail concession receivables related to its retail businesses and certain other receivables. On a constant currency basis, accounts receivable increased by \$4.7 million, or 2.1%, when compared to January 28, 2017. As of February 3, 2018, approximately 59% of our total net trade receivables and 72% of our European net trade receivables were subject to credit insurance coverage, certain bank guarantees or letters of credit for collection purposes. Our credit insurance coverage contains certain terms and conditions specifying deductibles and annual claim limits. Inventory increased by \$60.9 million, or 16.6%, to \$428.3 million as of February 3, 2018, from \$367.4 million at January 28, 2017. On a constant currency basis, inventory increased by \$21.1 million, or 5.8%, when compared to January 28, 2017, driven primarily by retail expansion in our international markets, partially offset by lower inventory in Americas Retail.

**Contractual Obligations and Commitments**

The following table summarizes the Company's contractual obligations as of February 3, 2018 and the effects such obligations are expected to have on liquidity and cash flow in future periods (dollars in thousands):

	Payments due by period				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
<b>Contractual Obligations:</b>					
Long-term debt (1)	\$ 28,216	\$ 2,114	\$ 4,876	\$ 2,457	\$ 18,769
Capital lease obligations (1)	24,984	2,940	5,879	5,306	10,859
Operating lease obligations (2)	984,902	201,078	329,220	224,724	229,880
Purchase obligations (3)	208,143	208,143	—	—	—
Benefit obligations (4)	94,723	1,863	9,102	10,166	73,592
<b>Total</b>	<b>\$ 1,340,968</b>	<b>\$ 416,138</b>	<b>\$ 349,077</b>	<b>\$ 242,653</b>	<b>\$ 333,100</b>
Other commercial commitments (5)	\$ 990	\$ 990	\$ —	\$ —	\$ —

(1) Includes interest payments.

(2) Does not include rent based on a percentage of annual sales volume, insurance, taxes and common area maintenance charges. In fiscal 2018, these variable charges totaled \$133.2 million.

(3) Purchase obligations represent open purchase orders for raw materials and merchandise at the end of the fiscal year. These purchase orders can be impacted by various factors, including the scheduling of market weeks, the timing of issuing orders, the timing of the shipment of orders and currency fluctuations.

(4) Includes expected payments associated with the deferred compensation plan and the Supplemental Executive Retirement Plan through fiscal 2055.

(5) Consists of standby letters of credit for workers' compensation and general liability insurance.

Excluded from the above contractual obligations table is the noncurrent liability for unrecognized tax benefits, including penalties and interest, of \$19.0 million. This liability for unrecognized tax benefits has been excluded because the Company cannot make a reliable estimate of the period in which the liability will be settled, if ever.

**Off-Balance Sheet Arrangements**

Other than certain obligations and commitments included in the table above, we did not have any material off-balance sheet arrangements as of February 3, 2018.

**Dividends**

During the first quarter of fiscal 2008, the Company announced the initiation of a quarterly cash dividend of \$0.06 per share of the Company's common stock. Since that time, the Company has continued to pay a quarterly cash dividend, which has subsequently increased to \$0.225 per common share.

On March 21, 2018, the Company announced a regular quarterly cash dividend of \$0.225 per share on the Company's common stock. The cash dividend will be paid on April 20, 2018 to shareholders of record as of the close of business on April 4, 2018.

The payment of cash dividends in the future will be at the discretion of our Board of Directors and will be based upon a number of business, legal and other considerations, including our cash flow from operations, capital expenditures, debt service and covenant requirements, cash paid for income taxes, earnings, share repurchases, economic conditions and U.S. and global liquidity.

**Share Repurchases**

On June 26, 2012, the Company's Board of Directors authorized a program to repurchase, from time-to-time and as market and business conditions warrant, up to \$500 million of the Company's common stock. Repurchases under the program may be made on the open market or in privately negotiated transactions, pursuant to Rule 10b5-1 trading plans or other available means. There is no minimum or maximum number of shares to be repurchased under

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the program, which may be discontinued at any time, without prior notice. During fiscal 2018, the Company repurchased 3,866,387 shares under the program at an aggregate cost of \$56.1 million, of which \$6.0 million was settled subsequent to year end. During fiscal 2017, the Company repurchased 289,968 shares under the program at an aggregate cost of \$3.5 million. During fiscal 2016, the Company repurchased 2,000,000 shares at an aggregate cost of \$44.0 million. As of February 3, 2018, the Company had remaining authority under the program to purchase \$392.2 million of its common stock.

Subsequent to year end, the Company repurchased approximately 1.1 million shares under its share repurchase program at an aggregate cost of \$17.6 million.

### ***Capital Expenditures***

Gross capital expenditures totaled \$84.7 million, before deducting lease incentives of \$7.4 million, for the fiscal year ended February 3, 2018. This compares to gross capital expenditures of \$90.6 million, before deducting lease incentives of \$6.1 million, for the fiscal year ended January 28, 2017.

The Company's investments in capital for the full fiscal year 2019 are planned between \$85 million and \$95 million. The planned investments in capital are primarily related to retail and e-commerce expansion in Europe and Asia as well as continued investments in technology to support our long-term growth plans.

We will periodically evaluate strategic acquisitions and alliances and pursue those that we believe will support and contribute to our overall growth initiatives.

### ***Borrowings and Capital Lease Obligations***

#### *Credit Facilities*

On June 23, 2015, the Company entered into a five-year senior secured asset-based revolving credit facility with Bank of America, N.A. and the other lenders party thereto (the "Credit Facility"). The Credit Facility provides for a borrowing capacity in an amount up to \$150 million, including a Canadian sub-facility up to \$50 million, subject to a borrowing base. Based on applicable accounts receivable, inventory, eligible cash balances and relevant covenant restrictions as of February 3, 2018, the Company could have borrowed up to \$87 million under the Credit Facility. The Credit Facility has an option to expand the borrowing capacity by up to \$150 million subject to certain terms and conditions, including the willingness of existing or new lenders to assume such increased amount. The Credit Facility is available for direct borrowings and the issuance of letters of credit, subject to certain letters of credit sublimits, and may be used for working capital and other general corporate purposes.

All obligations under the Credit Facility are unconditionally guaranteed by the Company and the Company's existing and future domestic and Canadian subsidiaries, subject to certain exceptions, and are secured by a first priority lien on substantially all of the assets of the Company and such domestic and Canadian subsidiaries, as applicable.

Direct borrowings under the Credit Facility made by the Company and its domestic subsidiaries shall bear interest at the U.S. base rate plus an applicable margin (varying from 0.25% to 0.75%) or at LIBOR plus an applicable margin (varying from 1.25% to 1.75%). The U.S. base rate is based on the greater of (i) the U.S. prime rate, (ii) the federal funds rate, plus 0.5%, and (iii) LIBOR for a 30 day interest period, plus 1.0%. Direct borrowings under the Credit Facility made by the Company's Canadian subsidiaries shall bear interest at the Canadian prime rate plus an applicable margin (varying from 0.25% to 0.75%) or at the Canadian BA rate plus an applicable margin (varying from 1.25% to 1.75%). The Canadian prime rate is based on the greater of (i) the Canadian prime rate, (ii) the Bank of Canada overnight rate, plus 0.5%, and (iii) the Canadian BA rate for a one month interest period, plus 1.0%. The applicable margins are calculated quarterly and vary based on the average daily availability of the aggregate borrowing base. The Company is also obligated to pay certain commitment, letter of credit and other fees customary for a credit facility of this size and type. As of February 3, 2018, the Company had \$1.0 million in outstanding standby letters of credit, no outstanding documentary letters of credit and no outstanding borrowings under the Credit Facility.

The Credit Facility requires the Company to comply with a fixed charge coverage ratio on a trailing four-quarter basis if a default or an event of default occurs under the Credit Facility or generally if borrowings exceed 80% of the borrowing base. In addition, the Credit Facility contains customary covenants, including covenants that limit or restrict the Company and certain of its subsidiaries' ability to: incur liens, incur indebtedness, make

investments, dispose of assets, make certain restricted payments, merge or consolidate and enter into certain transactions with affiliates. Upon the occurrence of an event of default under the Credit Facility, the lenders may cease making loans, terminate the Credit Facility and declare all amounts outstanding to be immediately due and payable. The Credit Facility specifies a number of events of default (some of which are subject to applicable grace or cure periods), including, among other things, non-payment defaults, covenant defaults, cross-defaults to other material indebtedness, bankruptcy and insolvency defaults and material judgment defaults. The Credit Facility allows for both secured and unsecured borrowings outside of the Credit Facility up to specified amounts.

The Company, through its European subsidiaries, maintains short-term uncommitted borrowing agreements, primarily for working capital purposes, with various banks in Europe. The majority of the borrowings under these agreements are secured by specific accounts receivable balances. Based on the applicable accounts receivable balances as of February 3, 2018, the Company could have borrowed up to \$87.5 million under these agreements. As of February 3, 2018, the Company had no outstanding borrowings or outstanding documentary letters of credit under these agreements. The agreements are denominated primarily in euros and provide for annual interest rates ranging from 0.5% to 4.6%. The maturities of any short-term borrowings under these arrangements are generally linked to the credit terms of the underlying accounts receivable that secure the borrowings. With the exception of one facility for up to \$43.6 million that has a minimum net equity requirement, there are no other financial ratio covenants.

#### *Mortgage Debt*

On February 16, 2016, the Company entered into a ten-year \$21.5 million real estate secured loan (the "Mortgage Debt"). The Mortgage Debt is secured by the Company's U.S. distribution center based in Louisville, Kentucky and provides for monthly principal and interest payments based on a 25-year amortization schedule, with the remaining principal balance and any accrued and unpaid interest due at maturity. Outstanding principal balances under the Mortgage Debt bear interest at the one-month LIBOR rate plus 1.5%. As of February 3, 2018, outstanding borrowings under the Mortgage Debt, net of debt issuance costs of \$0.1 million, were \$20.3 million. At January 28, 2017, outstanding borrowings under the Mortgage Debt, net of debt issuance costs of \$0.1 million, were \$20.9 million.

The Mortgage Debt requires the Company to comply with a fixed charge coverage ratio on a trailing four-quarter basis if consolidated cash, cash equivalents and short term investment balances fall below certain levels. In addition, the Mortgage Debt contains customary covenants, including covenants that limit or restrict the Company's ability to incur liens on the mortgaged property and enter into certain contractual obligations. Upon the occurrence of an event of default under the Mortgage Debt, the lender may terminate the Mortgage Debt and declare all amounts outstanding to be immediately due and payable. The Mortgage Debt specifies a number of events of default (some of which are subject to applicable grace or cure periods), including, among other things, non-payment defaults, covenant defaults, cross-defaults to other material indebtedness, bankruptcy and insolvency defaults and material judgment defaults.

On February 16, 2016, the Company also entered into a separate interest rate swap agreement, designated as a cash flow hedge, that resulted in a swap fixed rate of approximately 3.06%. This interest rate swap agreement matures in January 2026 and converts the nature of the Mortgage Debt from LIBOR floating-rate debt to fixed-rate debt. The fair value of the interest rate swap asset as of February 3, 2018 and January 28, 2017 was approximately \$1.5 million and \$0.9 million, respectively.

#### *Capital Lease Obligations*

During fiscal 2018, the Company began the relocation of its European distribution center to the Netherlands. As a result, the Company entered into a capital lease of \$17.0 million for equipment used in the new facility. The capital lease primarily provides for monthly minimum lease payments through May 2027 with an effective interest rate of approximately 6%. As of February 3, 2018, the capital lease obligation was \$17.3 million.

During fiscal 2018, the Company also entered into a capital lease for \$1.5 million related primarily to computer hardware and software. As of February 3, 2018, this capital lease obligation was \$1.3 million.

#### *Other*

From time-to-time, the Company will obtain other financing in foreign countries for working capital to finance its local operations.

### ***Supplemental Executive Retirement Plan***

On August 23, 2005, the Board of Directors of the Company adopted a Supplemental Executive Retirement Plan (“SERP”) which became effective January 1, 2006. The SERP provides select employees who satisfy certain eligibility requirements with certain benefits upon retirement, termination of employment, death, disability or a change in control of the Company, in certain prescribed circumstances.

As a non-qualified pension plan, no dedicated funding of the SERP is required; however, the Company has made periodic payments into insurance policies held in a rabbi trust to fund the expected obligations arising under the non-qualified SERP. The amount of any future payments into the insurance policies, if any, may vary depending on investment performance of the trust. The cash surrender values of the insurance policies were \$64.5 million and \$58.6 million as of February 3, 2018 and January 28, 2017, respectively, and were included in other assets in the Company’s consolidated balance sheets. As a result of changes in the value of the insurance policy investments, the Company recorded unrealized gains (losses) of \$7.7 million, \$6.9 million and \$(1.8) million in other income and expense during fiscal 2018, fiscal 2017 and fiscal 2016, respectively. The Company also recorded realized gains of \$0.7 million in other income resulting from payout on the insurance policies during fiscal 2016. The projected benefit obligation was \$54.8 million and \$53.5 million as of February 3, 2018 and January 28, 2017, respectively, and was included in accrued expenses and other long-term liabilities in the Company’s consolidated balance sheets depending on the expected timing of payments. SERP benefit payments of \$1.7 million were made during both fiscal 2018 and fiscal 2017.

### ***Employee Stock Purchase Plan***

The Company’s qualified employee stock purchase plan (“ESPP”) allows qualified employees (as defined) to participate in the purchase of designated shares of the Company’s common stock at a price equal to 85% of the lower of the closing price at the beginning or end of each quarterly stock purchase period. The Company has 4,000,000 shares of common stock registered under the ESPP. The Company’s ESPP will remain in effect through March 11, 2022. During the year ended February 3, 2018, 54,300 shares of the Company’s common stock were issued pursuant to the ESPP at an average price of \$10.45 per share for a total of \$0.6 million.

### **Inflation**

The Company does not believe that inflation trends in the U.S. and internationally over the last three years have had a significant effect on net revenue or profitability.

### **Seasonality**

The Company’s business is impacted by the general seasonal trends characteristic of the apparel and retail industries. The retail operations in the Americas and Europe are generally stronger during the second half of the fiscal year, and the wholesale operations in the Americas generally experience stronger performance from July through November. The European wholesale businesses operate with two primary selling seasons: the Spring/Summer season, which ships from November to April and the Fall/Winter season, which ships from May to October. The Company may take advantage of early-season demand and potential reorders in its European wholesale business by offering a pre-collection assortment which ships at the beginning of each season. Customers retain the ability to request early shipment of backlog orders or delay shipment of orders depending on their needs.

## **Critical Accounting Policies and Estimates**

The Consolidated Financial Statements are prepared in conformity with accounting principles generally accepted in the U.S., which require management to make estimates and assumptions that affect the reported amounts of the assets and liabilities and disclosures of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Management bases its estimates and judgments on its historical experience and other relevant factors, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Management evaluates its estimates and judgments on an ongoing basis including those related to the allowances for doubtful accounts, sales return and markdown allowances, gift card and loyalty accruals, valuation of inventories, share-based compensation, recoverability of deferred taxes, unrecognized tax benefits, the useful life of assets for depreciation and amortization, evaluation of asset impairment, pension obligations, workers' compensation and medical self-insurance expense and accruals, litigation reserves and restructuring expense and accruals.

The Company believes that the following significant accounting policies involve a higher degree of judgment and complexity. In addition to the accounting policies mentioned below, see Note 1 to the Consolidated Financial Statements for other significant accounting policies.

### *Allowances for Doubtful Accounts*

In the normal course of business, the Company grants credit directly to certain wholesale customers after a credit analysis is performed based on financial and other criteria. Accounts receivable are recorded net of an allowance for doubtful accounts. The Company maintains allowances for doubtful accounts for estimated losses that result from the inability of its wholesale customers to make their required payments. The Company bases its allowances on analysis of the aging of accounts receivable at the date of the financial statements, assessments of historical collection trends, an evaluation of the impact of current economic conditions and whether the Company has obtained credit insurance or other guarantees.

### *Sales Return Allowances*

The Company accrues for estimated sales returns in the period in which the related revenue is recognized. To recognize the financial impact of sales returns, the Company estimates the amount of goods that will be returned based on historical experience and reduces sales and cost of sales accordingly. The Company's policy allows retail customers in certain regions a grace period to return merchandise following the date of sale. Substantially all of these returns are considered to be resalable at a price that exceeds the cost of the merchandise.

### *Markdown Allowances*

Costs associated with customer markdowns are recorded as a reduction to revenues, and any unapplied amounts are included in the allowance for accounts receivable. Historically, these markdown allowances resulted from seasonal negotiations with the Company's wholesale customers, as well as historical trends and the evaluation of the impact of economic conditions.

### *Gift Card Breakage*

Gift card breakage is income recognized due to the non-redemption of a portion of gift cards sold by the Company for which a liability was recorded in prior periods. Gifts cards are mainly used in the U.S. and Canada. The Company issues its gift cards in the U.S. and Canada through one of its subsidiaries and is not required by law to escheat the value of unredeemed gift cards to the state in which the subsidiary is domiciled. Estimated breakage amounts are accounted for under the redemption recognition method and are classified as additional net revenues as the gift cards are redeemed. The Company determined a gift card breakage rate based upon historical redemption patterns, which represented the cumulative estimated amount of gift card breakage from the inception of the electronic gift card program in late 2002. Any future revisions to the estimated breakage rate may result in changes in the amount of breakage income recognized in future periods. See Note 1 to the Consolidated Financial Statements for further information regarding the recognition of gift card breakage.

### *Loyalty Programs*

The Company has customer loyalty programs in North America, Europe and Asia which cover all of its brands. Under certain of the programs, primarily in the U.S. and Canada, customers accumulate points based on purchase

activity. Once a loyalty program member achieves a certain point level, the member earns awards that may only be redeemed for merchandise. Unredeemed points generally expire after six months without additional purchase activity and unredeemed awards generally expire after two months. The Company uses historical redemption rates to estimate the value of future award redemptions which are accrued in current liabilities and recorded as a reduction of net revenue in the period which the related revenue is recognized. The aggregate dollar value of the loyalty program accruals included in accrued expenses was \$3.8 million and \$4.0 million as of February 3, 2018 and January 28, 2017, respectively. Future revisions to the estimated liability may result in changes to net revenue.

#### *Inventory Reserves*

Inventories are valued at the lower of cost (primarily weighted average method) or net realizable value. The Company continually evaluates its inventories by assessing slow moving product as well as prior seasons' inventory. Net realizable value of aged inventory is estimated based on historical sales trends for each product line category, the impact of market trends, an evaluation of economic conditions, available liquidation channels and the value of current orders relating to the future sales of this type of inventory. The Company closely monitors off-price sales to ensure the actual results closely match initial estimates. Estimates are regularly updated based upon this continuing review.

#### *Share-Based Compensation*

The Company recognizes compensation expense for all share-based awards granted based on the grant date fair value. The fair value of each stock option is estimated on the grant date using the Black-Scholes option-pricing model and involves several assumptions, including the risk-free interest rate, expected volatility, dividend yield and expected life. The risk-free interest rate is based on the U.S. Treasury yield curve in effect for the expected term of the option at the time of grant. The expected stock price volatility is determined based on an average of both historical volatility and implied volatility. Implied volatility is derived from exchange traded options on the Company's common stock. The expected dividend yield is based on the Company's history and expectations of dividend payouts. The expected life is determined based on historical trends. Compensation expense for nonvested stock options and stock awards/units that are not subject to performance-based vesting conditions is recognized on a straight-line basis over the vesting period. During fiscal 2018, the Company adopted authoritative guidance which eliminates the requirement to estimate forfeitures, but rather provides for an election that would allow entities to account for forfeitures as they occur.

In addition, the Company has granted certain nonvested units that require certain minimum performance targets to be achieved in order for these awards to vest. Vesting is also subject to continued service requirements through the vesting date. Compensation expense for performance-based awards that vest in increments is recognized based on an accelerated attribution method. If the minimum performance targets are not forecasted to be achieved, no expense is recognized during the period.

The Company has also granted certain nonvested stock units which are subject to market-based performance targets in order for these units to vest. Vesting is also subject to continued service requirements through the vesting date. The grant date fair value for such nonvested stock units was estimated using a Monte Carlo simulation that incorporates option-pricing inputs covering the period from the grant date through the end of the performance period. Compensation expense for such nonvested stock units is recognized on a straight-line basis over the vesting period, regardless of whether the market condition is satisfied.

During fiscal 2016, the Company granted certain restricted stock units which vested immediately but were considered contingently returnable as a result of certain service conditions. Compensation expense for these restricted stock units was recognized on a straight-line basis over the implied service period.

#### *Derivatives*

##### *Foreign Exchange Currency Contracts*

The Company operates in foreign countries, which exposes it to market risk associated with foreign currency exchange rate fluctuations. The Company has entered into certain forward contracts to hedge the risk of foreign currency rate fluctuations. The Company has elected to apply the hedge accounting rules in accordance with authoritative guidance for certain of these hedges.

The Company's primary objective is to hedge the variability in forecasted cash flows due to the foreign currency risk. Various transactions that occur primarily in Europe, Canada, South Korea, China and Mexico are denominated in U.S. dollars, British pounds and Russian roubles and thus are exposed to earnings risk as a result of exchange rate fluctuations when converted to their functional currencies. These types of transactions include U.S. dollar denominated purchases of merchandise and U.S. dollar and British pound denominated intercompany liabilities. In addition, certain operating expenses, tax liabilities and pension-related liabilities are denominated in Swiss francs and are exposed to earnings risk as a result of exchange rate fluctuations when converted to the functional currency. The Company enters into derivative financial instruments, including forward exchange currency contracts, to offset some but not all of the exchange risk on certain of these anticipated foreign currency transactions. Changes in the fair value of forward contracts designated as cash flow hedges are recorded as a component of accumulated other comprehensive income (loss) within stockholders' equity and are recognized in cost of product sales or other income and expense in the period which approximates the time the hedged merchandise inventory is sold or the hedged intercompany liability is incurred.

Periodically, the Company may also use foreign exchange currency contracts to hedge the translation and economic exposures related to its net investments in certain of its international subsidiaries. Changes in the fair value of these U.S. dollar forward contracts, designated as net investment hedges, are recorded in foreign currency translation adjustment as a component of accumulated other comprehensive income (loss) within stockholders' equity and are not recognized in earnings (loss) until the sale or liquidation of the hedged net investment.

The Company also has foreign exchange currency contracts that are not designated as hedging instruments for accounting purposes. Changes in fair value of foreign exchange currency contracts not designated as hedging instruments are reported in net earnings (loss) as part of other income and expense.

#### *Interest Rate Swap Agreements*

The Company is exposed to interest rate risk on its floating-rate debt. The Company has entered into interest rate swap agreements to effectively convert its floating-rate debt to a fixed-rate basis. The principal objective of these contracts is to eliminate or reduce the variability of the cash flows in interest payments associated with the Company's floating-rate debt, thus reducing the impact of interest rate changes on future interest payment cash flows. The Company has elected to apply the hedge accounting rules in accordance with authoritative guidance for certain of these contracts. Changes in the fair value of interest rate swap agreements designated as cash flow hedges are recorded as a component of accumulated other comprehensive income (loss) within stockholders' equity and are amortized to interest expense over the term of the related debt. Periodically, the Company may also enter into interest rate swap agreements that are not designated as hedging instruments for accounting purposes. Changes in the fair value of interest rate swap agreements not designated as hedging instruments are reported in net earnings (loss) as part of other income and expense.

#### *Income Taxes*

The Company adopted authoritative guidance which clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements and prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more likely than not to be sustained upon examination by taxing authorities. Guidance was also provided on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. The Company's continuing practice is to recognize interest and penalties related to income tax matters in income tax expense. As required under applicable accounting rules, the Company accrues an amount for its estimate of additional income tax liability which the Company, more likely than not, will incur as a result of the ultimate resolution of income tax audits ("uncertain tax positions"). The Company reviews and updates the estimates used in the accrual for uncertain tax positions as more definitive information becomes available from taxing authorities, upon completion of tax audits, upon expiration of statutes of limitation, or upon occurrence of other events. The results of operations and financial position for future periods could be impacted by changes in assumptions or resolutions of tax audits.

Deferred tax assets and liabilities are determined based on differences between financial reporting bases and tax bases of assets and liabilities and are measured using the enacted tax rates expected to apply to taxable income in the periods in which the deferred tax asset or liability is expected to be realized or settled. Deferred tax assets are

reduced by valuation allowances if we believe it is more likely than not that some portion or the entire asset will not be realized. The Company has provided for any additional tax liabilities on amounts that are estimated to be repatriated from foreign operations as a result of the Tax Reform. We have not provided for other income taxes on undistributed foreign earnings expected to be reinvested outside the U.S. If in the future we decide to repatriate such earnings, we would incur other incremental taxes. Our current plans do not indicate a need to repatriate them to fund our U.S. cash requirements.

*Valuation of Goodwill, Intangible and Other Long-Lived Assets*

The Company assesses the impairment of its long-lived assets (i.e., goodwill, intangible assets and property and equipment), which requires the Company to make assumptions and judgments regarding the carrying value of these assets on an annual basis, or more frequently if events or changes in circumstances indicate that the assets might be impaired. For goodwill, determination of impairment is made at the reporting unit level which may be either an operating segment or one level below an operating segment if discrete financial information is available. Two or more reporting units within an operating segment may be aggregated for impairment testing if they have similar economic characteristics. The Company has identified its Americas Retail segment, its Americas Wholesale segment, its European wholesale and European retail components of its Europe segment and its China retail component of its Asia segment as reporting units for goodwill impairment testing. For long-lived assets (other than goodwill), the majority relate to its retail operations which consist primarily of regular retail and flagship locations. The Company considers each individual regular retail location as an asset group for impairment testing, which is the lowest level at which individual cash flows can be identified. The asset group includes leasehold improvements, furniture, fixtures and equipment, computer hardware and software and certain long-term security deposits and lease acquisition costs. The Company reviews regular retail locations in penetrated markets for impairment risk once the locations have been opened for at least one year in their current condition, or sooner as changes in circumstances require. The Company believes that waiting at least one year allows a location to reach a maturity level where a more comprehensive analysis of financial performance can be performed. The Company evaluates impairment risk for regular retail locations in new markets, where the Company is in the early stages of establishing its presence, once brand awareness has been established. The Company also evaluates impairment risk for retail locations that are expected to be closed in the foreseeable future. The Company has flagship locations which are used as a regional marketing tool to build brand awareness and promote the Company's current product. Impairment for these locations is tested at a reporting unit level similar to goodwill since they do not have separately identifiable cash flows.

An asset is considered to be impaired if the Company determines that the carrying value may not be recoverable based upon its assessment of the asset's ability to continue to generate earnings from operations and positive cash flow in future periods or if significant changes in the Company's strategic business objectives and utilization of the assets occurred. If the assets (other than goodwill) are assessed to be recoverable, they are depreciated or amortized over the periods benefited. If the assets are considered to be impaired, an impairment charge is recognized representing the amount by which the carrying value of the assets exceeds the fair value of those assets. Fair value is determined based upon the discounted cash flows derived from the underlying asset. The Company uses various assumptions in determining current fair market value of these assets, including future expected cash flows and discount rates. Future expected cash flows for assets in regular retail locations are based on management's estimates of future cash flows over the remaining lease period or expected life, if shorter. For expected location closures, the Company will evaluate whether it is necessary to shorten the useful life for any of the assets within the respective asset group. The Company will use this revised useful life when estimating the asset group's future cash flows. The Company considers historical trends, expected future business trends and other factors when estimating the future cash flow for each regular retail location. The Company also considers factors such as: the local environment for each regular retail location, including mall traffic and competition; the Company's ability to successfully implement strategic initiatives; and the ability to control variable costs such as cost of sales and payroll and, in some cases, renegotiate lease costs. If actual results are not consistent with the assumptions and judgments used in estimating future cash flows and asset fair values, there may be additional exposure to future impairment losses that could be material to the Company's results of operations. See Notes 1 and 5 to the Consolidated Financial Statements for further discussion.

*Pension Benefit Plan Actuarial Assumptions*

The Company's pension obligations and related costs are calculated using actuarial concepts, within the authoritative guidance framework. The Company uses the corridor approach to amortize unrecognized actuarial gains

or losses over the average remaining service life of active participants. The life expectancy, estimated retirement age, discount rate, estimated future compensation and expected return on plan assets are important elements of expense and/or liability measurement. These critical assumptions are evaluated annually which enables expected future payments for benefits to be stated at present value on the measurement date. If actual results are not consistent with actuarial assumptions, the amounts recognized for the defined benefit plans could change significantly. Refer to Note 12 to the Consolidated Financial Statements for detail regarding the Company's defined benefit plans.

#### *Litigation Reserves*

Estimated amounts for claims that are probable and can be reasonably estimated are recorded as liabilities in the consolidated balance sheets. As additional information becomes available, the Company assesses the potential liability related to new claims and existing claims and revises estimates as appropriate. As new claims arise or existing claims evolve, such revisions in estimates of the potential liability could materially impact the results of operations and financial position.

#### **Recently Issued Accounting Guidance**

In May 2014, the Financial Accounting Standards Board ("FASB") issued a comprehensive new revenue recognition standard which will supersede previous existing revenue recognition guidance. The standard is intended to clarify the principles of recognizing revenue and create common revenue recognition guidance between GAAP and International Financial Reporting Standards. The standard also requires expanded disclosures surrounding revenue recognition. During fiscal 2017, the FASB issued additional clarification guidance on the new revenue recognition standard which also included certain scope improvements and practical expedients. The standard (including clarification guidance issued) is effective for fiscal periods beginning after December 15, 2017, which will be the Company's first quarter of fiscal 2019, and allows for either full retrospective or modified retrospective adoption, with early adoption permitted. The Company has adopted this guidance using the modified retrospective method beginning in the first quarter of fiscal 2019. The Company's assessment efforts have included reviewing current revenue processes, arrangements and accounting policies to identify potential differences that could arise from the application of this standard on its consolidated financial statements and related disclosures. While the Company does not expect the adoption of this standard to have a material impact on its consolidated financial statements, the Company expects there to be differences related primarily to the classification and timing of when revenue and certain expenses are recognized from its licensing business. These differences relate primarily to changes in the presentation of advertising contributions received from the Company's licensees and related advertising expenditures incurred by the Company. The Company currently records advertising contributions received from its licensees and the related advertising expenditures incurred by the Company on a net basis in its consolidated balance sheet. To the extent that the advertising contributions exceed the Company's advertising expenditures for its licensees, the excess contribution is treated as a deferred liability and is included in accrued expenses in the Company's consolidated balance sheet. Under the new standard, advertising contributions and related advertising expenditures related to the Company's licensing business will be recorded on a gross basis which will increase net revenue as well as SG&A expenses. The Company also expects revenue related to its e-commerce operations to be recognized when merchandise is transferred to a common carrier rather than upon receipt by the customer, as well as adjustments to the accounting for the Company's loyalty programs due to a slight change in the valuation of the amount that is deferred related to points earned. Additionally, allowances for wholesale sales returns and wholesale markdowns will be presented as accrued expenses rather than as reductions to accounts receivable and the estimated cost of inventory associated with the allowance for sales returns will be presented within other current assets in the Company's consolidated balance sheet.

In January 2016, the FASB issued authoritative guidance which requires equity investments not accounted for under the equity method of accounting or consolidation accounting to be measured at fair value, with subsequent changes in fair value recognized in net income. In February 2018, the FASB issued additional clarification guidance which made targeted improvements to address certain aspects of recognition, measurement, presentation and disclosure requirements for financial instruments. The original guidance is effective for fiscal years beginning after December 15, 2017, which will be the Company's first quarter of fiscal 2019, and requires a cumulative-effect adjustment to the balance sheet as of the beginning of the fiscal year of adoption. The clarification guidance is effective for fiscal years beginning after December 15, 2017 and interim periods beginning after June 15, 2015, which will be the Company's third quarter of fiscal 2019. The clarification guidance may be early adopted, provided that the

original guidance issued has been adopted. The adoption of this guidance (including the clarification guidance) is not expected to have a material impact on the Company's consolidated financial statements or related disclosures unless the Company acquires new equity investments.

In February 2016, the FASB issued a comprehensive new lease standard which will supersede previous lease guidance. The standard requires a lessee to recognize assets and liabilities related to long-term leases that were classified as operating leases under previous guidance in its balance sheet. An asset would be recognized related to the right to use the underlying asset and a liability would be recognized related to the obligation to make lease payments over the term of the lease. The standard also requires expanded disclosures surrounding leases. The standard is effective for fiscal periods beginning after December 15, 2018, which will be the Company's first quarter of fiscal 2020, and requires modified retrospective adoption, with early adoption permitted. The Company expects that this adoption will result in material increases in assets and liabilities in its consolidated balance sheet as well as enhanced disclosures. The Company is in the process of implementing controls and system changes to enable the preparation of the required financial information for this standard.

In June 2016, the FASB issued authoritative guidance related to the measurement of credit losses on financial instruments. This guidance is effective for fiscal years beginning after December 15, 2019, which will be the Company's first quarter of fiscal 2021. Early adoption is permitted for fiscal periods beginning after December 15, 2018, which will be the Company's first quarter of fiscal 2020. The Company is currently evaluating the impact of the adoption of this standard on its consolidated financial statements and related disclosures.

In October 2016, the FASB issued authoritative guidance which amends the accounting for income taxes on intra-entity transfers of assets other than inventory. This guidance requires that entities recognize the income tax consequences of an intra-entity transfer of an asset, other than inventory, when the transfer occurs. The income tax consequences on intra-entity transfers of inventory will continue to be deferred until the inventory has been sold to a third party. This guidance is effective for fiscal years beginning after December 15, 2017, which will be the Company's first quarter of fiscal 2019, and requires a cumulative-effect adjustment to the balance sheet as of the beginning of the fiscal year of adoption. Early adoption is permitted at the beginning of a fiscal year. The adoption of this guidance is not expected to have a material impact on the Company's consolidated financial statements or related disclosures.

In January 2017, the FASB issued authoritative guidance to simplify the testing for goodwill impairment by removing step two from the goodwill testing. Under current guidance, if the fair value of a reporting unit is lower than its carrying amount (step one), an entity would calculate an impairment charge by comparing the implied fair value of goodwill with its carrying amount (step two). The implied fair value of goodwill was calculated by deducting the fair value of the assets and liabilities of the respective reporting unit from the reporting unit's fair value as determined under step one. This guidance instead provides that an impairment charge should be recognized based on the difference between a reporting unit's fair value and its carrying value. This guidance also does not require a qualitative test to be performed on reporting units with zero or negative carrying amounts. However, entities need to disclose any reporting units with zero or negative carrying amounts that have goodwill and the amount of goodwill allocated to each. This guidance is effective for fiscal years beginning after December 15, 2019, which will be the Company's first quarter of fiscal 2021, with early adoption permitted for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017. The adoption of this guidance is not expected to have a material impact on the Company's consolidated financial statements or related disclosures.

In March 2017, the FASB issued authoritative guidance related to the presentation of net periodic pension cost in the income statement. This guidance requires that the service cost component of net periodic pension cost is presented in the same line as other compensation costs arising from services rendered by the employees during the period. The other non-service components of net periodic pension cost are required to be presented in the income statement separately from the service cost component and outside of earnings from operations. This guidance also allows for the service cost component to be eligible for capitalization when applicable. This guidance is effective for fiscal years beginning after December 15, 2017, which will be the Company's first quarter of fiscal 2019, and requires retrospective adoption for the presentation of the service cost component and other non-service components of net periodic pension cost in the income statement and prospective adoption for capitalization of the service cost component. Other than the change in presentation of other non-service components of net periodic pension cost

within the Company's consolidated statements of income, the adoption of this guidance is not expected to have an impact on the Company's consolidated financial statements and related disclosures.

In May 2017, the FASB issued authoritative guidance that provides clarification on accounting for modifications in share-based payment awards. This guidance is effective for fiscal years beginning after December 15, 2017, which will be the Company's first quarter of fiscal 2019, with early adoption permitted. The adoption of this guidance is not expected to have an impact on the Company's consolidated financial statements or related disclosures unless there are modifications to the Company's share-based payment awards.

In August 2017, the FASB issued authoritative guidance to better align the results of hedge accounting with an entity's risk management activities. This guidance updates the designation and measurement guidance for qualifying hedging relationships and the presentation of hedge results in the financial statements. This guidance is effective for fiscal years beginning after December 15, 2018, which will be the Company's first quarter of fiscal 2020, and requires a cumulative-effect adjustment to the balance sheet as of the beginning of the fiscal year of adoption, with early adoption permitted. The updated presentation and disclosure guidance is required only on a prospective basis. The Company is currently evaluating the impact of the adoption of this standard on its consolidated financial statements and related disclosures.

#### **ITEM 7A. Quantitative and Qualitative Disclosures About Market Risk.**

##### *Exchange Rate Risk*

More than half of product sales and licensing revenue recorded for the year ended February 3, 2018 were denominated in currencies other than the U.S. dollar. The Company's primary exchange rate risk relates to operations in Europe, Canada, South Korea, China and Mexico. Changes in currencies affect our earnings in various ways. For further discussion on currency-related risk, please refer to our risk factors under "Part I, Item 1A. Risk Factors."

Various transactions that occur primarily in Europe, Canada, South Korea, China and Mexico are denominated in U.S. dollars, British pounds and Russian roubles and thus are exposed to earnings risk as a result of exchange rate fluctuations when converted to their functional currencies. These types of transactions include U.S. dollar denominated purchases of merchandise and U.S. dollar and British pound denominated intercompany liabilities. In addition, certain operating expenses, tax liabilities and pension-related liabilities are denominated in Swiss francs and are exposed to earnings risk as a result of exchange rate fluctuations when converted to the functional currency. The Company is also subject to certain translation and economic exposures related to its net investment in certain of its international subsidiaries. The Company enters into derivative financial instruments to offset some but not all of its exchange risk. In addition, some of the derivative contracts in place will create volatility during the fiscal year as they are marked-to-market according to the accounting rules and may result in revaluation gains or losses in different periods from when the currency impact on the underlying transactions are realized.

##### *Foreign Exchange Currency Contracts Designated as Cash Flow Hedges*

During fiscal 2018, the Company purchased U.S. dollar forward contracts in Europe and Canada totaling US\$147.6 million and US\$25.7 million, respectively, that were designated as cash flow hedges. As of February 3, 2018, the Company had forward contracts outstanding for its European and Canadian operations of US\$145.8 million and US\$38.7 million, respectively, to hedge forecasted merchandise purchases and intercompany royalties, which are expected to mature over the next 17 months. The Company's derivative financial instruments are recorded in its consolidated balance sheet at fair value based on quoted market rates. Changes in the fair value of the U.S. dollar forward contracts, designated as cash flow hedges for forecasted merchandise purchases, are recorded as a component of accumulated other comprehensive income (loss) within stockholders' equity and are recognized in cost of product sales in the period which approximates the time the hedged merchandise inventory is sold. Changes in the fair value of the U.S. dollar forward contracts, designated as cash flow hedges for forecasted intercompany royalties, are recorded as a component of accumulated other comprehensive income (loss) within stockholders' equity and are recognized in other income and expense in the period in which the royalty expense is incurred.

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As of February 3, 2018, accumulated other comprehensive income (loss) related to foreign exchange currency contracts included a net unrealized loss of approximately \$15.5 million, net of tax, of which \$10.0 million will be recognized in cost of product sales or other expense over the following 12 months, at the then current values on a pre-tax basis, which can be different than the current year-end values. As of February 3, 2018, the net unrealized loss of the remaining open forward contracts recorded in the Company's consolidated balance sheet was approximately \$13.7 million.

At January 28, 2017, the Company had forward contracts outstanding for its European and Canadian operations of US\$104.2 million and US\$66.9 million, respectively, that were designated as cash flow hedges. At January 28, 2017, the net unrealized gain of these open forward contracts recorded in the Company's consolidated balance sheet was approximately \$4.8 million.

### *Derivatives Not Designated as Hedging Instruments*

The Company also has foreign exchange currency contracts that are not designated as hedging instruments for accounting purposes. Changes in fair value of foreign exchange currency contracts not designated as hedging instruments are reported in net earnings (loss) as part of other income and expense. For the year ended February 3, 2018, the Company recorded a net loss of \$10.5 million for its euro and Canadian dollar foreign exchange currency contracts not designated as hedges, which has been included in other expense. As of February 3, 2018, the Company had euro foreign exchange currency contracts to purchase US\$68.2 million expected to mature over the next 12 months and Canadian dollar foreign exchange currency contracts to purchase US\$17.6 million expected to mature over the next 11 months. As of February 3, 2018, the net unrealized loss of these open forward contracts recorded in the Company's consolidated balance sheet was approximately \$4.3 million.

At January 28, 2017, the Company had euro foreign exchange currency contracts to purchase US\$81.4 million and Canadian dollar foreign exchange currency contracts to purchase US\$13.9 million. At January 28, 2017, the net unrealized gain of these open forward contracts recorded in the Company's consolidated balance sheet was approximately \$3.6 million.

### *Sensitivity Analysis*

As of February 3, 2018, a sensitivity analysis of changes in foreign currencies when measured against the U.S. dollar indicates that, if the U.S. dollar had uniformly weakened by 10% against all of the U.S. dollar denominated foreign exchange derivatives totaling US\$270.3 million, the fair value of the instruments would have decreased by \$30.0 million. Conversely, if the U.S. dollar uniformly strengthened by 10% against all of the U.S. dollar denominated foreign exchange derivatives, the fair value of these instruments would have increased by \$24.6 million. Any resulting changes in the fair value of the hedged instruments may be partially offset by changes in the fair value of certain balance sheet positions (primarily U.S. dollar denominated liabilities in our foreign operations) impacted by the change in the foreign currency rate. The ability to reduce the exposure of currencies on earnings depends on the magnitude of the derivatives compared to the balance sheet positions during each reporting cycle.

*Interest Rate Risk*

The Company is exposed to interest rate risk on its floating-rate debt. The Company has entered into interest rate swap agreements to effectively convert its floating-rate debt to a fixed-rate basis. The principal objective of these contracts is to eliminate or reduce the variability of the cash flows in interest payments associated with the Company's floating-rate debt, thus reducing the impact of interest rate changes on future interest payment cash flows. The Company has elected to apply the hedge accounting rules in accordance with authoritative guidance for certain of these contracts.

*Interest Rate Swap Agreement Designated as Cash Flow Hedge*

During fiscal 2017, the Company entered into an interest rate swap agreement with a notional amount of \$21.5 million, designated as a cash flow hedge, to hedge the variability of cash flows in interest payments associated with the Company's floating-rate debt. This interest rate swap agreement matures in January 2026 and converts the nature of the Company's real estate secured term loan from LIBOR floating-rate debt to fixed-rate debt, resulting in a swap fixed rate of approximately 3.06%. The fair value of the interest rate swap agreement is based upon inputs corroborated by observable market data. Changes in the fair value of the interest rate swap agreement, designated as a cash flow hedge to hedge the variability of cash flows in interest payments associated with the Company's floating-rate debt, are recorded as a component of accumulated other comprehensive income (loss) within stockholders' equity and are amortized to interest expense over the term of the related debt.

As of February 3, 2018, accumulated other comprehensive income (loss) related to the interest rate swap agreement included a net unrealized gain of approximately \$1.1 million, net of tax, which will be recognized in interest expense after the following 12 months, at the then current values on a pre-tax basis, which can be different than the current year-end values. As of February 3, 2018, the net unrealized gain of the interest rate swap recorded in the Company's consolidated balance sheet was approximately \$1.5 million.

At January 28, 2017, the net unrealized gain of the interest rate swap recorded in the Company's condensed consolidated balance sheet was approximately \$0.9 million.

*Sensitivity Analysis*

As of February 3, 2018, approximately 93% of the Company's total indebtedness related to a real estate secured term loan and capital lease obligations. The real estate secured loan is covered by a separate interest rate swap agreement with a swap fixed interest rate of approximately 3.06% that matures in January 2026. The interest rate swap agreement is designated as a cash flow hedge and converts the nature of the Company's real estate secured term loan from LIBOR floating-rate debt to fixed-rate debt. The capital lease obligations are based on fixed interest rates derived from the respective agreements.

The Company's remaining indebtedness is at variable rates of interest. Accordingly, changes in interest rates would impact the Company's results of operations in future periods. A 100 basis point increase in interest rates would have had an insignificant effect on interest expense for the year ended February 3, 2018.

The fair value of the Company's debt instruments are based on the amount of future cash flows associated with each instrument discounted using the Company's incremental borrowing rate. As of February 3, 2018 and January 28, 2017, the carrying value of all financial instruments was not materially different from fair value, as the interest rates on the Company's debt approximated rates currently available to the Company.

*Derivatives Designated as Hedging Instruments*

The following table summarizes net after-tax activity related to the Company's foreign exchange currency contracts and interest rate swap agreement designated as cash flow hedges recorded in accumulated other comprehensive income (loss) (in thousands):

	Year Ended Feb 3, 2018	Year Ended Jan 28, 2017
Beginning balance gain	\$ 5,400	\$ 7,252
Net gains (losses) from changes in cash flow hedges	(20,408)	1,059
Net (gains) losses reclassified to earnings (loss)	414	(2,911)
Net losses reclassified to retained earnings (1)	225	—
Ending balance gain (loss)	\$ (14,369)	\$ 5,400

- (1) During the fourth quarter of fiscal 2018, the Company early adopted authoritative guidance which addresses certain stranded income tax effects in accumulated other comprehensive income (loss) resulting from the Tax Reform enacted in December 2017. As a result, the Company recorded a cumulative adjustment to reduce retained earnings by \$0.2 million with a corresponding increase to accumulated other comprehensive income (loss) related to the Company's interest rate swap designated as a cash flow hedge.

**ITEM 8. Financial Statements and Supplementary Data.**

The information required by this Item is incorporated herein by reference to the Consolidated Financial Statements and Supplementary Data listed in "Item 15" of Part IV of this report.

**ITEM 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure.**

None.

**ITEM 9A. Controls and Procedures.****Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures**

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Based on this evaluation, our principal executive officer and our principal financial officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this annual report.

**Management's Report on Internal Control Over Financial Reporting**

The SEC, as directed by Section 404 of the Sarbanes-Oxley Act of 2002, adopted rules which require the Company to include in its Annual Reports on Form 10-K, an assessment by management of the effectiveness of the Company's internal control over financial reporting as defined in Rule 13a-15(f) under the Exchange Act. In addition, the Company's independent auditors must attest to and report on the effectiveness of the Company's internal control over financial reporting.

Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) under the Exchange Act. The Company's internal control over financial reporting is designed to provide reasonable assurance to the Company's management and Board of Directors regarding the preparation and fair presentation of published financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect all misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

The Company's management carried out an evaluation, under the supervision and with the participation of the Company's principal executive officer and principal financial officer, of the effectiveness of the Company's internal

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control over financial reporting based on the framework in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 Framework). Based upon this evaluation, under the framework in *Internal Control—Integrated Framework*, our management concluded that our internal control over financial reporting was effective as of February 3, 2018.

Ernst & Young LLP, the independent registered public accounting firm that audited the Company's financial statements as of and for the fiscal year ended February 3, 2018 included in this Annual Report on Form 10-K has issued an attestation report on the Company's internal control over financial reporting, which is set forth below.

**Changes in Internal Control Over Financial Reporting**

There was no change in our internal control over financial reporting during the fourth quarter of fiscal 2018 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

**The Board of Directors and Stockholders of Guess?, Inc. and Subsidiaries**

**Opinion on Internal Control Over Financial Reporting**

We have audited Guess?, Inc. and subsidiaries' internal control over financial reporting as of February 3, 2018, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Guess?, Inc. and subsidiaries (the Company) maintained, in all material respects, effective internal control over financial reporting as of February 3, 2018, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of February 3, 2018 and January 28, 2017, the related consolidated statements of income (loss), comprehensive income, stockholders' equity and cash flows for each of the three years in the period ended February 3, 2018, and the related notes and the financial statement schedule listed in the Index at ITEM 15(a)(2) and our report dated March 29, 2018 expressed an unqualified opinion thereon.

**Basis for Opinion**

The Company's management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

**Definition and Limitations of Internal Control Over Financial Reporting**

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements..

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ ERNST & YOUNG LLP

Los Angeles, California  
March 29, 2018

**ITEM 9B. Other Information.**

On March 27, 2018, the Board of Directors of the Company approved an immediately effective amendment and restatement of the Bylaws of the Company (the “Third Amended and Restated Bylaws”) which added a new Article XI. The new Article XI provides that, unless the Company consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware (or, if the Court of Chancery does not have jurisdiction, another state court located within the State of Delaware or, if no state court located within the State of Delaware has jurisdiction, the federal district court for the District of Delaware) shall, to the fullest extent permitted by law, be the sole and exclusive forum for (a) any derivative action or proceeding brought on behalf of the Company, (b) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee of the Company to the Company or the Company’s stockholders, (c) any action asserting a claim arising pursuant to any provision of the General Corporation law of the State of Delaware, the Certificate of Incorporation of the Company or the Bylaws of the Company, and (d) any action asserting a claim against the Company or any director or officer or other employee of the Company governed by the internal affairs doctrine.

The Third Amended and Restated Bylaws are filed as Exhibit 3.2 to this Annual Report on Form 10-K and are incorporated by reference herein. The foregoing summary is qualified in its entirety by reference to the full text of the Third Amended and Restated Bylaws.

**PART III**

**ITEM 10. Directors, Executive Officers and Corporate Governance.**

The information required by this item can be found under the captions “Directors and Executive Officers,” “Corporate Governance and Board Matters,” and “Section 16(a) Beneficial Ownership Reporting Compliance” in the Company’s Proxy Statement (the “Proxy Statement”) to be filed with the SEC not later than 120 days after the end of our fiscal year and is incorporated herein by reference.

**ITEM 11. Executive Compensation.**

The information required by this item can be found under the caption “Executive and Director Compensation,” excluding the Compensation Committee Report on Executive Compensation, in the Proxy Statement and is incorporated herein by reference.

**ITEM 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.**

The information required by this item can be found under the captions “Equity Compensation Plan Information” and “Security Ownership of Certain Beneficial Owners and Management” in the Proxy Statement and is incorporated herein by reference.

**ITEM 13. Certain Relationships and Related Transactions, and Director Independence.**

The information required by this item can be found under the captions “Certain Relationships and Related Transactions” and “Corporate Governance and Board Matters—Board Independence, Structure and Committee Composition” in the Proxy Statement and is incorporated herein by reference.

**ITEM 14. Principal Accountant Fees and Services.**

The information required by this item can be found under the caption “Relationship with Independent Registered Public Accountant” in the Proxy Statement and is incorporated herein by reference.

**PART IV**

**ITEM 15. Exhibits, Financial Statement Schedules.**

**(a) Documents Filed with Report**

(1) Consolidated Financial Statements

The Report of Independent Registered Public Accounting Firm and financial statements listed on the accompanying Index to Consolidated Financial Statements and Financial Statement Schedule are filed as part of this report.

(2) Consolidated Financial Statement Schedule

The financial statement schedule listed on the accompanying Index to Consolidated Financial Statements and Financial Statement Schedule is filed as part of this report.

All other schedules for which provision is made in the applicable accounting regulations of the SEC are not required under the related instructions or are inapplicable and therefore have been omitted.

(3) Exhibits

The exhibits listed on the accompanying Exhibit Index are filed or incorporated by reference as part of this report.

**ITEM 16. Form 10-K Summary.**

None.

**Guess?, Inc.  
Form 10-K**

**Index to Consolidated Financial Statements and Financial Statement Schedule**

<a href="#">1</a>	<a href="#">Report of Independent Registered Public Accounting Firm</a>	<a href="#">F-2</a>
<a href="#">2</a>	<a href="#">Consolidated Financial Statements</a>	
	<a href="#">Consolidated Balance Sheets at February 3, 2018 and January 28, 2017</a>	<a href="#">F-3</a>
	<a href="#">Consolidated Statements of Income (Loss) for the Years Ended February 3, 2018, January 28, 2017 and January 30, 2016</a>	<a href="#">F-4</a>
	<a href="#">Consolidated Statements of Comprehensive Income for the Years Ended February 3, 2018, January 28, 2017 and January 30, 2016</a>	<a href="#">F-5</a>
	<a href="#">Consolidated Statements of Stockholders' Equity for the Years Ended February 3, 2018, January 28, 2017 and January 30, 2016</a>	<a href="#">F-6</a>
	<a href="#">Consolidated Statements of Cash Flows for the Years Ended February 3, 2018, January 28, 2017 and January 30, 2016</a>	<a href="#">F-7</a>
	<a href="#">Notes to Consolidated Financial Statements</a>	<a href="#">F-8</a>
<a href="#">3</a>	<a href="#">Consolidated Financial Statement Schedule—Valuation and Qualifying Accounts for the Years Ended February 3, 2018, January 28, 2017 and January 30, 2016</a>	<a href="#">F-60</a>

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

**The Board of Directors and Stockholders of Guess?, Inc. and Subsidiaries**

**Opinion on the Financial Statements**

We have audited the accompanying consolidated balance sheets of Guess?, Inc. and subsidiaries (the Company) as of February 3, 2018 and January 28, 2017, and the related consolidated statements of income (loss), comprehensive income, stockholders' equity and cash flows for each of the three years in the period ended February 3, 2018, and the related notes and the financial statement schedule listed in the Index at ITEM 15(a)(2) (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company at February 3, 2018 and January 28, 2017, and the results of its operations and its cash flows for each of the three years in the period ended February 3, 2018, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of February 3, 2018, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated March 29, 2018 expressed an unqualified opinion thereon.

**Basis for Opinion**

These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements and schedule based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ ERNST & YOUNG LLP

We have served as the Company's auditor since 2007.

Los Angeles, California  
March 29, 2018

**GUESS?, INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
(in thousands, except share data)

	February 3, 2018	January 28, 2017
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 367,441	\$ 396,129
Accounts receivable, net	259,996	225,537
Inventories	428,304	367,381
Other current assets	52,964	54,965
Total current assets	1,108,705	1,044,012
Property and equipment, net	294,254	243,005
Goodwill	38,481	34,100
Other intangible assets, net	5,977	6,504
Deferred tax assets	68,386	82,793
Restricted cash	241	1,521
Other assets	139,590	122,550
	<u>\$ 1,655,634</u>	<u>\$ 1,534,485</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Current portion of capital lease obligations and borrowings	\$ 2,845	\$ 566
Accounts payable	264,438	209,616
Accrued expenses	200,562	135,271
Total current liabilities	467,845	345,453
Long-term debt and capital lease obligations	39,196	23,482
Deferred rent and lease incentives	81,564	80,209
Other long-term liabilities	127,964	99,895
	716,569	549,039
Redeemable noncontrolling interests	5,590	4,452
Commitments and contingencies (Note 14)		
Stockholders' equity:		
Preferred stock, \$.01 par value. Authorized 10,000,000 shares; no shares issued and outstanding	—	—
Common stock, \$.01 par value. Authorized 150,000,000 shares; issued 141,623,687 and 140,509,974 shares, outstanding 81,371,118 and 84,069,492 shares, as of February 3, 2018 and January 28, 2017, respectively	813	841
Paid-in capital	498,249	480,435
Retained earnings	1,132,173	1,215,079
Accumulated other comprehensive loss	(93,062)	(161,389)
Treasury stock, 60,252,569 and 56,440,482 shares as of February 3, 2018 and January 28, 2017, respectively	(621,354)	(565,744)
Guess?, Inc. stockholders' equity	916,819	969,222
Nonredeemable noncontrolling interests	16,656	11,772
Total stockholders' equity	933,475	980,994
	<u>\$ 1,655,634</u>	<u>\$ 1,534,485</u>

*See accompanying notes to consolidated financial statements.*

**GUESS?, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF INCOME (LOSS)**  
(in thousands, except per share data)

	Year Ended Feb 3, 2018	Year Ended Jan 28, 2017	Year Ended Jan 30, 2016
Product sales	\$ 2,290,999	\$ 2,118,534	\$ 2,100,454
Net royalties	72,755	71,919	84,041
Net revenue	2,363,754	2,190,453	2,184,495
Cost of product sales	1,534,906	1,445,413	1,397,065
Gross profit	828,848	745,040	787,430
Selling, general and administrative expenses	743,823	682,559	666,130
Net (gains) losses on lease terminations	11,373	(695)	(2,337)
Asset impairment charges	8,479	34,385	2,287
Restructuring charges	—	6,083	—
Earnings from operations	65,173	22,708	121,350
Other income (expense):			
Interest expense	(2,431)	(1,897)	(1,953)
Interest income	4,106	1,890	1,045
Other income, net	3,423	30,909	6,837
	5,098	30,902	5,929
Earnings before income tax expense	70,271	53,610	127,279
Income tax expense	74,172	28,212	42,464
Net earnings (loss)	(3,901)	25,398	84,815
Net earnings attributable to noncontrolling interests	3,993	2,637	2,964
Net earnings (loss) attributable to Guess?, Inc.	\$ (7,894)	\$ 22,761	\$ 81,851
<b>Net earnings (loss) per common share attributable to common stockholders</b>			
<b>(Note 18):</b>			
Basic	\$ (0.11)	\$ 0.27	\$ 0.97
Diluted	\$ (0.11)	\$ 0.27	\$ 0.96
<b>Weighted average common shares outstanding attributable to common stockholders</b>			
<b>(Note 18):</b>			
Basic	82,189	83,666	84,264
Diluted	82,189	83,829	84,525
Dividends declared per common share	\$ 0.90	\$ 0.90	\$ 0.90

*See accompanying notes to consolidated financial statements.*

**GUESS?, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
(in thousands)

	Year Ended Feb 3, 2018	Year Ended Jan 28, 2017	Year Ended Jan 30, 2016
Net earnings (loss)	\$ (3,901)	\$ 25,398	\$ 84,815
Other comprehensive income (loss) ("OCI"):			
Foreign currency translation adjustment			
Gains (losses) arising during the period	93,416	(2,632)	(37,744)
Derivative financial instruments designated as cash flow hedges			
Gains (losses) arising during the period	(23,388)	887	9,801
Less income tax effect	2,980	172	(1,857)
Reclassification to net earnings (loss) for (gains) losses realized	656	(3,603)	(9,147)
Less income tax effect	(242)	692	1,298
Marketable securities			
Losses arising during the period	—	(4)	(19)
Less income tax effect	—	3	7
Reclassification to net earnings for losses realized	—	25	—
Less income tax effect	—	(9)	—
Defined benefit plans			
Net actuarial gains (losses)	(2,248)	(1,185)	8,366
Plan amendment	—	—	167
Foreign currency and other adjustments	(269)	(72)	274
Less income tax effect	518	95	(3,339)
Net actuarial loss amortization	462	341	924
Prior service credit amortization	(27)	(28)	(97)
Curtailment	—	—	(1,651)
Less income tax effect	(83)	(74)	367
Total comprehensive income	67,874	20,006	52,165
Less comprehensive income attributable to noncontrolling interests:			
Net earnings	3,993	2,637	2,964
Foreign currency translation adjustment	2,238	(2,057)	(1,661)
Amounts attributable to noncontrolling interests	6,231	580	1,303
Comprehensive income attributable to Guess?, Inc.	<u>\$ 61,643</u>	<u>\$ 19,426</u>	<u>\$ 50,862</u>

*See accompanying notes to consolidated financial statements.*

**GUESS?, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
(in thousands, except share data)

	Guess?, Inc. Stockholders' Equity								
	Common Stock					Treasury Stock		Nonredeemable Noncontrolling Interests	Total
	Shares	Amount	Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Shares	Amount		
Balance at January 31, 2015	85,323,154	\$ 853	\$453,546	\$1,265,524	\$ (127,065)	54,235,846	\$(519,002)	\$ 15,590	\$1,089,446
Net earnings	—	—	—	81,851	—	—	—	2,964	84,815
Foreign currency translation adjustment	—	—	—	—	(36,083)	—	—	(1,661)	(37,744)
Gain on derivative financial instruments designated as cash flow hedges	—	—	—	—	95	—	—	—	95
Unrealized loss on marketable securities	—	—	—	—	(12)	—	—	—	(12)
Actuarial valuation gain (loss) and related amortization, plan amendment, curtailment, prior service credit amortization and foreign currency and other adjustments on defined benefit plans	—	—	—	—	5,011	—	—	—	5,011
Issuance of common stock under stock compensation plans including tax effect	469,937	5	(4,028)	—	—	—	—	—	(4,023)
Issuance of stock under Employee Stock Purchase Plan	40,846	—	263	—	—	(40,846)	397	—	660
Share-based compensation	—	—	18,773	107	—	—	—	—	18,880
Dividends	—	—	—	(77,287)	—	—	—	—	(77,287)
Share repurchases	(2,000,000)	(20)	20	—	—	2,000,000	(44,053)	—	(44,053)
Noncontrolling interest capital distribution	—	—	—	—	—	—	—	(4,075)	(4,075)
Redeemable noncontrolling interest redemption value adjustment	—	—	—	(420)	—	—	—	—	(420)
Balance at January 30, 2016	83,833,937	\$ 838	\$468,574	\$1,269,775	\$ (158,054)	56,195,000	\$(562,658)	\$ 12,818	\$1,031,293
Net earnings	—	—	—	22,761	—	—	—	2,637	25,398
Foreign currency translation adjustment	—	—	—	—	(575)	—	—	(2,057)	(2,632)
Loss on derivative financial instruments designated as cash flow hedges	—	—	—	—	(1,852)	—	—	—	(1,852)
Other-than-temporary-impairment and unrealized loss on marketable securities	—	—	—	—	15	—	—	—	15
Actuarial valuation loss and related amortization, prior service credit amortization and foreign currency and other adjustments on defined benefit plans	—	—	—	—	(923)	—	—	—	(923)
Issuance of common stock under stock compensation plans including tax effect	481,037	6	(3,819)	—	—	—	—	—	(3,813)
Issuance of stock under Employee Stock Purchase Plan	44,486	—	112	—	—	(44,486)	446	—	558
Share-based compensation	—	—	16,698	210	—	—	—	—	16,908
Dividends	—	—	—	(76,997)	—	—	—	—	(76,997)
Share repurchases	(289,968)	(3)	3	—	—	289,968	(3,532)	—	(3,532)
Purchase of redeemable noncontrolling interest	—	—	(1,133)	—	—	—	—	1,133	—
Noncontrolling interest capital distribution	—	—	—	—	—	—	—	(2,759)	(2,759)
Redeemable noncontrolling interest redemption value adjustment	—	—	—	(670)	—	—	—	—	(670)
Balance at January 28, 2017	84,069,492	\$ 841	\$480,435	\$1,215,079	\$ (161,389)	56,440,482	\$(565,744)	\$ 11,772	\$ 980,994
Cumulative adjustment from adoption of new accounting guidance	—	—	268	942	(1,210)	—	—	—	—
Net earnings (loss)	—	—	—	(7,894)	—	—	—	3,993	(3,901)
Foreign currency translation adjustment	—	—	—	—	91,178	—	—	2,238	93,416
Loss on derivative financial instruments designated as cash flow hedges	—	—	—	—	(19,994)	—	—	—	(19,994)
Actuarial valuation loss and related amortization, prior service credit amortization and foreign currency and other adjustments on defined benefit plans	—	—	—	—	(1,647)	—	—	—	(1,647)
Issuance of common stock under stock compensation plans including tax effect	1,113,713	10	(1,267)	—	—	—	—	—	(1,257)
Issuance of stock under Employee Stock Purchase Plan	54,300	—	17	—	—	(54,300)	549	—	566
Share-based compensation	—	—	18,758	94	—	—	—	—	18,852
Dividends	—	—	—	(76,048)	—	—	—	—	(76,048)
Share repurchases	(3,866,387)	(38)	38	—	—	3,866,387	(56,159)	—	(56,159)
Noncontrolling interest capital contribution	—	—	—	—	—	—	—	11	11
Noncontrolling interest capital distribution	—	—	—	—	—	—	—	(1,358)	(1,358)
Balance at February 3, 2018	81,371,118	\$ 813	\$498,249	\$1,132,173	\$ (93,062)	60,252,569	\$(621,354)	\$ 16,656	\$ 933,475

*See accompanying notes to consolidated financial statements.*



**GUESS?, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(in thousands)

	Year Ended Feb 3, 2018	Year Ended Jan 28, 2017	Year Ended Jan 30, 2016
<b>Cash flows from operating activities:</b>			
Net earnings (loss)	\$ (3,901)	\$ 25,398	\$ 84,815
<b>Adjustments to reconcile net earnings (loss) to net cash provided by operating activities:</b>			
Depreciation and amortization of property and equipment	62,083	67,480	68,588
Amortization of intangible assets	1,505	1,839	2,096
Share-based compensation expense	18,852	16,908	18,880
Unrealized forward contract (gains) losses	3,087	(3,157)	(1,937)
Deferred income taxes	23,802	408	723
Net (gain) loss on disposition of property and equipment and long-term assets	6,891	11,809	(4,255)
Other items, net	(7,832)	3,495	3,442
<b>Changes in operating assets and liabilities:</b>			
Accounts receivable	(11,656)	(10,805)	(5,970)
Inventories	(28,120)	(57,096)	(2,179)
Prepaid expenses and other assets	(429)	(1,839)	(67)
Accounts payable and accrued expenses	69,299	19,054	33,510
Deferred rent and lease incentives	1,221	3,117	(3,384)
Other long-term liabilities	13,568	(4,871)	(14,594)
Net cash provided by operating activities	148,370	71,740	179,668
<b>Cash flows from investing activities:</b>			
Purchases of property and equipment	(84,655)	(90,581)	(83,844)
Proceeds from sale of long-term assets	1,052	43,399	—
Changes in other assets	753	—	2,614
Acquisition of businesses, net of cash acquired	(4,850)	(2,068)	(1,330)
Net cash settlement of forward contracts	(2,150)	266	9,014
Purchases of investments	(497)	—	—
Net cash used in investing activities	(90,347)	(48,984)	(73,546)
<b>Cash flows from financing activities:</b>			
Payment of debt issuance costs	—	(111)	(1,072)
Proceeds from borrowings	166	21,500	948
Repayment of borrowings and capital lease obligations	(1,633)	(4,747)	(1,518)
Dividends paid	(76,057)	(76,503)	(76,860)
Purchase of redeemable noncontrolling interest	—	(4,445)	—
Noncontrolling interest capital contribution	962	2,157	871
Noncontrolling interest capital distribution	(1,358)	(2,759)	(4,075)
Issuance of common stock, net of tax withholdings on vesting of stock awards	(690)	(594)	(2,220)
Purchase of treasury stock	(50,127)	(3,532)	(44,053)
Net cash used in financing activities	(128,737)	(69,034)	(127,979)
Effect of exchange rates on cash, cash equivalents and restricted cash	40,746	(2,071)	(15,964)
Net change in cash, cash equivalents and restricted cash	(29,968)	(48,349)	(37,821)
Cash, cash equivalents and restricted cash at the beginning of the year	397,650	445,999	483,820
Cash, cash equivalents and restricted cash at the end of the year	\$ 367,682	\$ 397,650	\$ 445,999
<b>Supplemental cash flow data:</b>			
Interest paid	\$ 2,078	\$ 1,225	\$ 868
Income taxes paid	\$ 26,907	\$ 24,869	\$ 31,188
<b>Non-cash investing and financing activity:</b>			
Assets acquired under capital lease obligations	\$ 18,502	\$ —	\$ —

*See accompanying notes to consolidated financial statements.*



**GUESS?, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(1) Description of the Business and Summary of Significant Accounting Policies and Practices**

*Description of the Business*

Guess?, Inc. (the “Company” or “GUESS?”) designs, markets, distributes and licenses a leading lifestyle collection of contemporary apparel and accessories for men, women and children that reflect the American lifestyle and European fashion sensibilities. The Company’s designs are sold in GUESS? owned stores, to a network of wholesale accounts that includes better department stores, selected specialty retailers and upscale boutiques and through the Internet. GUESS? branded products, some of which are produced under license, are also sold internationally through a series of retail store licensees and wholesale distributors.

*Correction of Immaterial Error*

During the year ended February 3, 2018, the Company identified an immaterial error related to the classification of net royalties received on the Company’s purchases of licensed product. The Company’s typical license agreement requires the licensee to pay the Company a royalty based on the licensee’s net sales of licensed products, which in certain cases also includes licensed inventory that was purchased by the Company. Historically, the Company has included royalties received on the Company’s purchases of licensed product in net royalties generated from its Licensing segment. However, in connection with the Company’s review of the new revenue recognition standard, it was determined that such royalties received should be recorded as a reduction of the cost of the licensed product under existing revenue recognition guidance. As a result, during the fourth quarter of fiscal 2018, the Company reclassified net royalties received on the Company’s inventory purchases of licensed product from net revenue to cost of product sales. Accordingly, prior period amounts related to net royalties, net revenue and cost of product sales have been adjusted to conform to the current period presentation. This resulted in a decrease to net revenue and cost of product sales of \$18.9 million and \$19.8 million for fiscal 2017 and fiscal 2016, respectively. This reclassification had no impact on previously reported earnings (loss) from operations, net earnings (loss) or net earnings (loss) per share.

*Reclassifications*

The Company has made certain reclassifications to prior period amounts to conform to the current period presentation within the accompanying notes to the consolidated financial statements.

*Fiscal Year*

The Company operates on a 52/53-week fiscal year calendar, which ends on the Saturday nearest to January 31 of each year. All references herein to “fiscal 2018,” “fiscal 2017” and “fiscal 2016” represent the results of the 53-week fiscal year ended February 3, 2018 and the 52-week fiscal years ended January 28, 2017 and January 30, 2016. The additional week in fiscal 2018 occurred during the fourth quarter ended February 3, 2018. References to “fiscal 2019” represent the 52-week fiscal year ending February 2, 2019.

*Principles of Consolidation*

The consolidated financial statements include the accounts of Guess?, Inc., its wholly-owned direct and indirect subsidiaries and its non-wholly-owned subsidiaries and joint ventures in which the Company has a controlling financial interest and is determined to be the primary beneficiary. Accordingly, all references herein to “Guess?, Inc.” include the consolidated results of the Company, its wholly-owned subsidiaries and its joint ventures. All intercompany accounts and transactions are eliminated during the consolidation process.

*Use of Estimates*

The preparation of the financial statements in conformity with accounting principles generally accepted in the U.S. requires management to make estimates and assumptions that affect the amounts reported in the financial statements and disclosed in the accompanying notes. Significant areas requiring the use of management estimates relate to the allowances for doubtful accounts, sales return and markdown allowances, gift card and loyalty accruals, valuation of inventories, share-based compensation, recoverability of deferred taxes, unrecognized tax benefits, the useful life of assets for depreciation and amortization, evaluation of asset impairment, pension obligations, workers’ compensation and medical self-insurance expense and accruals, litigation reserves and restructuring expense and accruals. Actual results could differ from those estimates.

**GUESS?, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

*Business Segment Reporting*

Where applicable, the Company reports information about business segments and related disclosures about products and services, geographic areas and major customers. The Company's businesses are grouped into five reportable segments for management and internal financial reporting purposes: Americas Retail, Americas Wholesale, Europe, Asia and Licensing. The Company's Americas Retail, Americas Wholesale, Europe and Licensing reportable segments are the same as their respective operating segments. Certain components of the Company's Asia reportable segment are separate operating segments based on region which have been aggregated into the Asia reportable segment for disclosure purposes. During fiscal 2018, net revenue and related costs and expenses for certain globally serviced customers were reclassified into the segment primarily responsible for the relationship. During fiscal 2018, segment results were also adjusted to exclude corporate performance-based compensation costs, net gains (losses) on lease terminations and asset impairment charges due to the fact that these items are no longer included in the segment results provided to the Company's chief operating decision maker in order to allocate resources and assess performance. Accordingly, segment results have been adjusted for fiscal 2017 and fiscal 2016 to conform to the current period presentation. Management evaluates segment performance based primarily on revenues and earnings (loss) from operations before corporate performance-based compensation costs, net gains (losses) from lease terminations, asset impairment charges and restructuring charges, if any. The Company believes this segment reporting reflects how its business segments are managed and how each segment's performance is evaluated by the Company's chief operating decision maker to assess performance and make resource allocation decisions. The Americas Retail segment includes the Company's retail and e-commerce operations in North and Central America and its retail operations in South America. The Americas Wholesale segment includes the Company's wholesale operations in the Americas. The Europe segment includes the Company's retail, e-commerce and wholesale operations in Europe and the Middle East. The Asia segment includes the Company's retail, e-commerce and wholesale operations in Asia and the Pacific. The Licensing segment includes the worldwide licensing operations of the Company. The business segment operating results exclude corporate overhead costs, which consist of shared costs of the organization, net gains (losses) on lease terminations, asset impairment charges and restructuring charges. Corporate overhead costs are presented separately and generally include, among other things, the following unallocated corporate costs: accounting and finance, executive compensation, corporate performance-based compensation, facilities, global advertising and marketing, human resources, information technology and legal. Information regarding these segments is summarized in Note 17.

*Revenue Recognition*

*General*

The Company recognizes retail operations revenue at the point of sale and wholesale operations revenue from the sale of merchandise when products are shipped and the customer takes title and assumes risk of loss, collection of the relevant receivable is reasonably assured, pervasive evidence of an arrangement exists, and the sales price is fixed or determinable. Revenue from our e-commerce operations, including shipping fees, is recognized based on the estimated customer receipt date. The Company accrues for estimated sales returns and other allowances in the period in which the related revenue is recognized. To recognize the financial impact of sales returns, the Company estimates the amount of goods that will be returned based on historical experience and reduces sales and cost of sales accordingly. Sales taxes and value added taxes collected from customers and remitted directly to governmental authorities are excluded from net revenues.

*Net Royalty Revenue*

Royalty revenue is based upon a percentage, as defined in the underlying agreement, of the licensee's actual net sales or minimum net sales, whichever is greater. The Company may also receive special payments in consideration of the grant of license rights. These payments are recognized ratably as revenue over the term of the license agreement. The unrecognized portion of upfront payments is included in deferred royalties in accrued expenses and other long-term liabilities depending on the short or long-term nature of the payments to be recognized. As of February 3, 2018, the Company had \$6.8 million and \$12.8 million of deferred royalties included in accrued expenses and other long-term liabilities, respectively. This compares to \$6.1 million and \$16.4 million of deferred royalties included in accrued expenses and other long-term liabilities, respectively, at January 28, 2017.

**GUESS?, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

*Gift Cards*

Gift card breakage is income recognized due to the non-redemption of a portion of gift cards sold by the Company for which a liability was recorded in prior periods. Gifts cards are mainly used in the U.S. and Canada. The Company issues its gift cards in the U.S. and Canada through one of its subsidiaries and is not required by law to escheat the value of unredeemed gift cards to the state in which the subsidiary is domiciled. Estimated breakage amounts are accounted for under the redemption recognition method and are classified as additional net revenues as the gift cards are redeemed. The Company's gift card breakage rate is approximately 6.1% and 5.1% for the U.S. retail business and Canadian retail business, respectively, based upon historical redemption patterns, which represents the cumulative estimated amount of gift card breakage from the inception of the electronic gift card program in late 2002. Based upon historical redemption trends, the Company recognizes estimated gift card breakage as a component of net revenue in proportion to actual gift card redemptions, over the period that remaining gift card values are redeemed. In fiscal 2018, fiscal 2017 and fiscal 2016, the Company recognized \$0.7 million, \$0.8 million and \$0.5 million of gift card breakage to revenue, respectively. Any future revisions to the estimated breakage rate may result in changes in the amount of breakage income recognized in future periods.

*Loyalty Programs*

The Company has customer loyalty programs in North America, Europe and Asia which cover all of its brands. Under certain of the programs, primarily in the U.S. and Canada, customers accumulate points based on purchase activity. Once a loyalty program member achieves a certain point level, the member earns awards that may only be redeemed for merchandise. Unredeemed points generally expire after six months without additional purchase activity and unredeemed awards generally expire after two months. The Company uses historical redemption rates to estimate the value of future award redemptions which are accrued in current liabilities and recorded as a reduction of net revenue in the period which the related revenue is recognized. The aggregate dollar value of the loyalty program accruals included in accrued expenses was \$3.8 million and \$4.0 million as of February 3, 2018 and January 28, 2017, respectively. Future revisions to the estimated liability may result in changes to net revenue.

*Classification of Certain Costs and Expenses*

The Company includes inbound freight charges, purchasing costs and related overhead, retail store occupancy costs, including rent and depreciation, and a portion of the Company's distribution costs related to its direct-to-consumer business in cost of product sales. Distribution costs related primarily to the wholesale business are included in selling, general and administrative ("SG&A") expenses and amounted to \$34.2 million, \$22.6 million and \$23.2 million for fiscal 2018, fiscal 2017 and fiscal 2016, respectively. The Company also includes store selling, selling and merchandising, advertising, design and other corporate overhead costs as a component of SG&A expenses.

The Company classifies amounts billed to customers for shipping fees as revenues and classifies costs related to shipping as cost of product sales in the accompanying consolidated statements of income (loss).

*Advertising and Marketing Costs*

The Company expenses the cost of advertising as incurred. Advertising and marketing expenses charged to operations for fiscal 2018, fiscal 2017 and fiscal 2016 were \$36.3 million, \$37.1 million and \$31.6 million, respectively.

*Share-Based Compensation*

The Company recognizes compensation expense for all share-based awards granted based on the grant date fair value. The fair value of each stock option is estimated on the grant date using the Black-Scholes option-pricing model and involves several assumptions, including the risk-free interest rate, expected volatility, dividend yield and expected life. The risk-free interest rate is based on the U.S. Treasury yield curve in effect for the expected term of the option at the time of grant. The expected stock price volatility is determined based on an average of both historical volatility and implied volatility. Implied volatility is derived from exchange traded options on the Company's common stock. The expected dividend yield is based on the Company's history and expectations of dividend payouts. The expected life is determined based on historical trends. Compensation expense for nonvested stock options and stock awards/units that are not subject to performance-based vesting conditions is recognized on a straight-line basis over

**GUESS?, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

the vesting period. During fiscal 2018, the Company adopted authoritative guidance which eliminates the requirement to estimate forfeitures, but rather provides for an election that would allow entities to account for forfeitures as they occur.

In addition, the Company has granted certain nonvested units that require certain minimum performance targets to be achieved in order for these awards to vest. Vesting is also subject to continued service requirements through the vesting date. Compensation expense for performance-based awards that vest in increments is recognized based on an accelerated attribution method. If the minimum performance targets are not forecasted to be achieved, no expense is recognized during the period.

The Company has also granted certain nonvested stock units which are subject to market-based performance targets in order for these units to vest. Vesting is also subject to continued service requirements through the vesting date. The grant date fair value for such nonvested stock units was estimated using a Monte Carlo simulation that incorporates option-pricing inputs covering the period from the grant date through the end of the performance period. Compensation expense for such nonvested stock units is recognized on a straight-line basis over the vesting period, regardless of whether the market condition is satisfied.

During fiscal 2016, the Company granted certain restricted stock units which vested immediately but were considered contingently returnable as a result of certain service conditions. Compensation expense for these restricted stock units was recognized on a straight-line basis over the implied service period.

*Foreign Currency*

*Foreign Currency Translation Adjustment*

The local selling currency is typically the functional currency for all of the Company's significant international operations. In accordance with authoritative guidance, assets and liabilities of the Company's foreign operations are translated from foreign currencies into U.S. dollars at period-end rates, while income and expenses are translated at the weighted average exchange rates for the period. The related translation adjustments are reflected as a foreign currency translation adjustment in accumulated other comprehensive income (loss) within stockholders' equity. In addition, the Company records foreign currency translation adjustments related to its noncontrolling interests within stockholders' equity. Periodically, the Company may also use foreign exchange currency contracts to hedge the translation and economic exposures related to its net investments in certain of its international subsidiaries (see below). Changes in the fair values of these foreign exchange currency contracts, designated as net investment hedges, are recorded in foreign currency translation adjustment as a component of accumulated other comprehensive income (loss) within stockholders' equity. The total foreign currency translation adjustment increased stockholders' equity by \$93.4 million, from an accumulated foreign currency translation loss of \$164.7 million as of January 28, 2017 to an accumulated foreign currency translation loss of \$71.3 million as of February 3, 2018.

*Foreign Currency Transaction Gains and Losses*

Transaction gains and losses that arise from exchange rate fluctuations on transactions denominated in a currency other than the functional currency, including gains and losses on foreign exchange currency contracts (see below), are included in the consolidated statements of income (loss). Net foreign currency transaction gains (losses) included in the determination of net earnings (loss) were \$(5.9) million, \$3.6 million and \$10.0 million for fiscal 2018, fiscal 2017 and fiscal 2016, respectively.

**GUESS?, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

*Derivatives*

*Foreign Exchange Currency Contracts*

The Company operates in foreign countries, which exposes it to market risk associated with foreign currency exchange rate fluctuations. Various transactions that occur primarily in Europe, Canada, South Korea, China and Mexico are denominated in U.S. dollars, British pounds and Russian roubles and thus are exposed to earnings risk as a result of exchange rate fluctuations when converted to their functional currencies. These types of transactions include U.S. dollar denominated purchases of merchandise and U.S. dollar and British pound denominated intercompany liabilities. In addition, certain operating expenses, tax liabilities and pension-related liabilities are denominated in Swiss francs and are exposed to earnings risk as a result of exchange rate fluctuations when converted to the functional currency. The Company has entered into certain forward contracts to hedge the risk of a portion of these anticipated foreign currency transactions against foreign currency rate fluctuations. The Company has elected to apply the hedge accounting rules in accordance with authoritative guidance for certain of these hedges. The Company does not hedge all transactions denominated in foreign currency. The Company may also hedge the translation and economic exposures related to its net investments in certain of its international subsidiaries.

Changes in the fair value of the U.S. dollar/euro and U.S. dollar/Canadian dollar forward contracts for anticipated U.S. dollar merchandise purchases designated as cash flow hedges are recorded as a component of accumulated other comprehensive income (loss) within stockholders' equity and are recognized in cost of product sales in the period which approximates the time the hedged merchandise inventory is sold. Changes in the fair value of U.S. dollar/euro forward contracts for U.S. dollar intercompany royalties designated as cash flow hedges are recorded as a component of accumulated other comprehensive income (loss) within stockholders' equity and are recognized in other income and expense in the period in which the royalty expense is incurred. Changes in the fair value of any U.S. dollar/euro forward contracts designated as net investment hedges are recorded in foreign currency translation adjustment as a component of accumulated other comprehensive income (loss) within stockholders' equity and are not recognized in earnings (loss) until the sale or liquidation of the hedged net investment.

The Company also has forward contracts that are not designated as hedging instruments for accounting purposes. Changes in fair value of forward contracts not designated as hedging instruments are reported in net earnings (loss) as part of other income and expense.

*Interest Rate Swap Agreements*

The Company is exposed to interest rate risk on its floating-rate debt. The Company has entered into interest rate swap agreements to effectively convert its floating-rate debt to a fixed-rate basis. The principal objective of these contracts is to eliminate or reduce the variability of the cash flows in interest payments associated with the Company's floating-rate debt, thus reducing the impact of interest rate changes on future interest payment cash flows. The Company has elected to apply the hedge accounting rules in accordance with authoritative guidance for certain of these contracts. Changes in the fair value of interest rate swap agreements designated as cash flow hedges are recorded as a component of accumulated other comprehensive income (loss) within stockholders' equity and are amortized to interest expense over the term of the related debt. Periodically, the Company may also enter into interest rate swap agreements that are not designated as hedging instruments for accounting purposes. Changes in the fair value of interest rate swap agreements not designated as hedging instruments are reported in net earnings (loss) as part of other income and expense.

*Income Taxes*

The Company uses the asset and liability method of accounting for income taxes. Under this method, deferred income taxes are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to be applied to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred taxes of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is recorded when management believes it is more likely than not that the results of operations will not generate sufficient taxable earnings to realize certain net deferred tax assets.

**GUESS?, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The Company accounts for uncertainty in income taxes in accordance with authoritative guidance, which prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The Company also follows authoritative guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition.

*Earnings (Loss) Per Share*

Basic earnings (loss) per share represents net earnings (loss) attributable to common stockholders divided by the weighted average number of common shares outstanding during the period. The Company considers any restricted stock units with forfeitable dividend rights that are issued and outstanding, but considered contingently returnable if certain service conditions are not met, as common equivalent shares outstanding. These restricted stock units are excluded from the weighted average number of common shares outstanding and basic earnings (loss) per share calculation until the respective service conditions have been met. Diluted earnings per share represents net earnings attributable to common stockholders divided by the weighted average number of common shares outstanding, inclusive of the dilutive impact of common equivalent shares outstanding during the period. The potentially dilutive impact of common equivalent shares outstanding are not included in the computation of diluted net loss per share as the impact of the shares would be antidilutive due to the net loss incurred for the period. Nonvested restricted stock awards (referred to as participating securities) are excluded from the dilutive impact of common equivalent shares outstanding in accordance with authoritative guidance under the two-class method since the nonvested restricted stockholders are entitled to participate in dividends declared on common stock as if the shares were fully vested and hence are deemed to be participating securities. Under the two-class method, distributed and undistributed earnings attributable to nonvested restricted stockholders are excluded from net earnings (loss) attributable to common stockholders for purposes of calculating basic and diluted earnings (loss) per common share. However, net losses are not allocated to nonvested restricted stockholders because they are not contractually obligated to share in the losses of the Company.

In addition, the Company has granted certain nonvested stock units that are subject to certain performance-based or market-based vesting conditions as well as continued service requirements through the respective vesting periods. These nonvested stock units are included in the computation of diluted net earnings per common share attributable to common stockholders only to the extent that the underlying performance-based or market-based vesting conditions are satisfied as of the end of the reporting period, or would be considered satisfied if the end of the reporting period were the end of the related contingency period, and the results would be dilutive under the treasury stock method.

*Comprehensive Income (Loss)*

Comprehensive income (loss) consists of net earnings (loss), foreign currency translation adjustments, the effective portion of the change in the fair value of cash flow hedges, unrealized and realized gains or losses and other-than-temporary-impairment on available-for-sale securities and defined benefit plan impact from actuarial valuation gains or losses and related amortization, plan amendment, prior service credit or cost amortization and curtailment. Comprehensive income (loss) is presented in the consolidated statements of comprehensive income.

*Cash and Cash Equivalents*

Cash and cash equivalents consist of cash on hand and marketable securities with original maturities of three months or less.

*Investment Securities*

The Company accounts for its investment securities in accordance with authoritative guidance which requires investments to be classified into one of three categories based on management's intent: held-to-maturity securities, available-for-sale securities and trading securities. Held-to-maturity securities are recorded at their amortized cost. Available-for-sale securities are recorded at fair value with unrealized gains and losses reported as a separate component of stockholders' equity. Trading securities are recorded at market value with unrealized gains and losses reported in net earnings. The appropriate classification of investment securities is determined at the time of purchase and reevaluated at each balance sheet date. The Company has historically accounted for its investment securities, if any, as available-for-sale.

**GUESS?, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The Company periodically evaluates investment securities for other-than-temporary-impairment using both qualitative and quantitative criteria such as the length of time and extent to which fair value has been below cost basis, the financial condition of the issuer and the Company's ability and intent to hold the investment for a period of time which may be sufficient for anticipated recovery in market value. Other-than-temporary-impairment is recognized in net earnings (loss) as part of other income and expense in the period which the unrealized losses are deemed other than temporary. During fiscal 2017, the Company determined that its available-for-sale securities were fully impaired and recognized minimal other-than-temporary-impairment in other expense.

*Concentration of Credit and Liquidity Risk*

Cash used primarily for working capital purposes is maintained with various major financial institutions. The Company performs evaluations of the relative credit standing of these financial institutions in order to limit the amount of asset and liquidity exposure with any institution. Excess cash and cash equivalents, which represent the majority of the Company's outstanding cash and cash equivalents balance, are held primarily in overnight deposit and short-term time deposit accounts.

The Company is also exposed to concentrations of credit risk through its accounts receivable balances. The Company extends credit to corporate customers based upon an evaluation of the customer's financial condition and credit history and generally requires no collateral but does obtain credit insurance when considered appropriate. As of February 3, 2018, approximately 59% of the Company's total net trade accounts receivable and 72% of its European net trade receivables were subject to credit insurance coverage, certain bank guarantees or letters of credit for collection purposes. The Company's credit insurance coverage contains certain terms and conditions specifying deductibles and annual claim limits. The Company maintains allowances for doubtful accounts for estimated losses that result from the inability of its wholesale customers to make their required payments. The Company bases its allowances on analysis of the aging of accounts receivable at the date of the financial statements, assessments of historical collection trends, an evaluation of the impact of current economic conditions and whether the Company has obtained credit insurance or other guarantees. The Company's corporate customers are principally located throughout Europe, Asia and the Americas. Management performs regular evaluations concerning the ability of its customers to satisfy their obligations and records a provision for doubtful accounts based on these evaluations. The Company's credit losses for the periods presented were immaterial and did not significantly exceed management's estimates. The Company's two largest wholesale customers accounted for a total of approximately 2.2%, 2.7% and 3.4% of the Company's consolidated net revenue in fiscal 2018, fiscal 2017 and fiscal 2016, respectively.

*Inventories*

Inventories are valued at the lower of cost (primarily weighted average method) or net realizable value. The Company continually evaluates its inventories by assessing slow moving product as well as prior seasons' inventory. Net realizable value of aged inventory is estimated based on historical sales trends for each product line category, the impact of market trends, an evaluation of economic conditions, available liquidation channels and the value of current orders relating to the future sales of this type of inventory.

*Depreciation and Amortization*

Depreciation and amortization of property and equipment and purchased intangibles are provided using the straight-line method over the following useful lives:

Building and building improvements	10 to 39 years
Land improvements	5 years
Furniture, fixtures and equipment	2 to 10 years
Purchased intangibles	4 to 20 years

Leasehold improvements are amortized over the lesser of the estimated useful life of the asset or the term of the lease, including reasonably assured renewal periods. Construction in progress is not depreciated until the related asset is completed and placed in service.

**GUESS?, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

*Long-Lived Assets*

Long-lived assets, such as property and equipment, and purchased intangibles subject to amortization, are reviewed for impairment quarterly or whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The majority of the Company's long-lived assets relate to its retail operations which consist primarily of regular retail and flagship locations. The Company considers each individual regular retail location as an asset group for impairment testing, which is the lowest level at which individual cash flows can be identified. The asset group includes leasehold improvements, furniture, fixtures and equipment, computer hardware and software and certain long-term security deposits and lease acquisition costs. The Company reviews regular retail locations in penetrated markets for impairment risk once the locations have been opened for at least one year in their current condition, or sooner as changes in circumstances require. The Company believes that waiting at least one year allows a location to reach a maturity level where a more comprehensive analysis of financial performance can be performed. The Company evaluates impairment risk for regular retail locations in new markets, where the Company is in the early stages of establishing its presence, once brand awareness has been established. The Company also evaluates impairment risk for retail locations that are expected to be closed in the foreseeable future. The Company has flagship locations which are used as a regional marketing tool to build brand awareness and promote the Company's current product. Impairment for these locations is tested at a reporting unit level similar to goodwill (see below) since they do not have separately identifiable cash flows.

An asset is considered to be impaired if the Company determines that the carrying value may not be recoverable based upon its assessment of the asset's ability to continue to generate earnings from operations and positive cash flow in future periods or if significant changes in the Company's strategic business objectives and utilization of the assets occurred. If the carrying amount of an asset exceeds its estimated undiscounted future cash flows, an impairment charge is recognized in the amount by which the carrying amount of the asset exceeds the estimated fair value, which is determined based on discounted future cash flows. The impairment loss calculations require management to apply judgment in estimating future cash flows and the discount rates that reflect the risk inherent in future cash flows. Future expected cash flows for assets in regular retail locations are based on management's estimates of future cash flows over the remaining lease period or expected life, if shorter. For expected location closures, the Company will evaluate whether it is necessary to shorten the useful life for any of the assets within the respective asset group. The Company will use this revised useful life when estimating the asset group's future cash flows. The Company considers historical trends, expected future business trends and other factors when estimating the future cash flow for each regular retail location. The Company also considers factors such as: the local environment for each regular retail location, including mall traffic and competition; the Company's ability to successfully implement strategic initiatives; and the ability to control variable costs such as cost of sales and payroll and, in some cases, renegotiate lease costs. The estimated cash flows used for this nonrecurring fair value measurement are considered a Level 3 input as defined in Note 20. If actual results are not consistent with the assumptions and judgments used in estimating future cash flows and asset fair values, there may be additional exposure to future impairment losses that could be material to the Company's results of operations.

See Note 5 for further details on asset impairment charges.

*Goodwill*

Goodwill is tested annually for impairment or more frequently if events and circumstances indicate that the asset might be impaired. An impairment loss is recognized to the extent that the carrying amount exceeds the asset's fair value. This determination is made at the reporting unit level which may be either an operating segment or one level below an operating segment if discrete financial information is available. Two or more reporting units within an operating segment may be aggregated for impairment testing if they have similar economic characteristics. The Company has identified its Americas Retail segment, its Americas Wholesale segment, its European wholesale and European retail components of its Europe segment and its China retail component of its Asia segment as reporting units for goodwill impairment testing. In accordance with authoritative guidance, the Company may first assess qualitative factors relevant in determining whether it is more likely than not that the fair value of its reporting units are less than their carrying amounts. Based on this analysis, the Company may determine whether it is necessary to perform a quantitative impairment test. If it is more likely than not that the fair value of a reporting unit is less than

**GUESS?, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

its carrying amount, the amount of any impairment loss to be recognized for that reporting unit is determined using two steps. First, the Company determines the fair value of the reporting unit using a discounted cash flow analysis, which requires unobservable inputs (Level 3) within the fair value hierarchy as defined in Note 20. These inputs include selection of an appropriate discount rate and the amount and timing of expected future cash flows. Second, if the carrying amount of a reporting unit exceeds its fair value, an impairment loss is recognized for any excess of the carrying amount of the reporting unit's goodwill and other intangibles over the implied fair value. The implied fair value is determined by allocating the fair value of the reporting unit in a manner similar to a purchase price allocation, in accordance with authoritative guidance.

*Other Assets*

Other assets mainly relate to the Company's investments in insurance policies held in rabbi trusts to fund expected obligations arising under its non-qualified supplemental executive retirement and deferred compensation plans. Refer to Notes 12 and 15 for further information regarding these investments.

In addition, other assets also relate to security, key money and other deposits to secure prime retail store locations and receivables related to refundable value-added tax payments mainly from European taxing authorities.

During fiscal 2017, the Company sold its minority interest equity holding in a privately-held boutique apparel company for net proceeds of approximately \$34.8 million, which resulted in a gain of approximately \$22.3 million which was recorded in other income.

*Defined Benefit Plans*

In accordance with authoritative guidance for defined benefit pension and other postretirement plans, an asset for a plan's overfunded status or a liability for a plan's underfunded status is recognized in the consolidated balance sheets; plan assets and obligations that determine the plan's funded status are measured as of the end of the Company's fiscal year; and changes in the funded status of defined benefit postretirement plans are recognized in the year in which they occur. Such changes are reported in other comprehensive income (loss) as a separate component of stockholders' equity.

The Company's pension obligations and related costs are calculated using actuarial concepts, within the authoritative guidance framework, and are considered Level 3 inputs as defined in Note 20. The Company uses the corridor approach to amortize unrecognized actuarial gains or losses over the average remaining service life of active participants. The life expectancy, estimated retirement age, discount rate, estimated future compensation and expected return on plan assets are important elements of expense and/or liability measurement. These critical assumptions are evaluated annually which enables expected future payments for benefits to be stated at present value on the measurement date. If actual results are not consistent with actuarial assumptions, the amounts recognized for the defined benefit plans could change significantly.

*Deferred Rent and Lease Incentives*

When a lease includes lease incentives (such as a rent holiday) or requires fixed escalations of the minimum lease payments or advances, rental expense is recognized on a straight-line basis over the term of the lease. The difference between the average rental amount charged to expense and the lease payments or advances under the lease is included either in deferred rent and lease incentives or other assets in the accompanying consolidated balance sheets depending on whether the difference is in a liability or asset position at the end of the period. For construction allowances, the Company records a deferred lease credit on the consolidated balance sheets and amortizes the deferred lease credit as a reduction of rent expense in the consolidated statements of income (loss) over the term of the leases.

*Net Gains (Losses) on Lease Terminations*

During fiscal 2018, the Company recorded net losses on lease terminations related primarily to the modification of certain lease agreements held with a common landlord in North America. In connection with this modification, the Company made up-front payments of approximately \$22 million, of which \$12 million was recognized as net losses on lease terminations and \$10 million was recorded as advance rent payments. During fiscal 2018, the Company

**GUESS?, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

also recorded net gains on lease terminations of approximately \$1 million related primarily to the early termination of certain lease agreements in Europe.

During fiscal 2017 and fiscal 2016, the Company recorded net gains on lease terminations of \$0.7 million and \$2.3 million, respectively, related primarily to the early termination of certain lease agreements in Europe.

*Litigation Reserves*

Estimated amounts for claims that are probable and can be reasonably estimated are recorded as liabilities in the consolidated balance sheets. As additional information becomes available, the Company assesses the potential liability related to new claims and existing claims and revises estimates as appropriate. As new claims arise or existing claims evolve, such revisions in estimates of the potential liability could materially impact the results of operations and financial position.

**(2) New Accounting Guidance**

*Changes in Accounting Policies*

In July 2015, the Financial Accounting Standards Board (“FASB”) issued authoritative guidance to simplify the subsequent measurement of inventories by replacing the lower of cost or market test with a lower of cost or net realizable value test. The Company adopted this guidance effective January 29, 2017 on a prospective basis. The adoption of this guidance did not have a material impact on the Company’s consolidated financial statements or related disclosures.

In March 2016, the FASB issued authoritative guidance to simplify the accounting for certain aspects of share-based compensation. This guidance addresses the accounting for income tax effects at award settlement, the use of an expected forfeiture rate to estimate award cancellations prior to the vesting date and the presentation of excess tax benefits and shares surrendered for tax withholdings on the statement of cash flows. The Company adopted this guidance effective January 29, 2017. This guidance requires all income tax effects of awards (resulting from an increase or decrease in the fair value of an award from grant date to the vesting date) to be recognized in the income statement when the awards vest or are settled. This is a change from previous guidance that required such activity to be recorded in paid-in capital within stockholders’ equity. The Company adopted this provision prospectively and accordingly recorded tax shortfalls of approximately \$1.3 million in its consolidated statement of income (loss) during fiscal 2018. This resulted in a negative impact on net loss attributable to Guess?, Inc. of approximately \$1.3 million, or an unfavorable \$0.02 per share impact during fiscal 2018. Under this guidance, excess tax benefits are also excluded from the assumed proceeds available to repurchase shares in the computation of diluted earnings (loss) per share. This was adopted prospectively and did not have an impact on the Company’s diluted loss per share for fiscal 2018. This guidance also eliminates the requirement to estimate forfeitures, but rather provides for an election that would allow entities to account for forfeitures as they occur. The Company adopted this election beginning in the first quarter of fiscal 2018 using the modified retrospective method and recorded a cumulative adjustment to reduce retained earnings by approximately \$0.3 million. This guidance also changes the presentation of excess tax benefits from a financing activity to an operating activity in the statement of cash flows. This presentation was adopted on a retrospective basis and, as a result, net cash used in operating activities improved by \$0.3 million and \$0.2 million with a corresponding offset to net cash used in financing activities during fiscal 2017 and fiscal 2016, respectively.

In August 2016, the FASB issued authoritative guidance related to the classification of certain cash receipts and cash payments in the statement of cash flows. The Company adopted this guidance effective January 29, 2017 on a retrospective basis. The adoption of this guidance did not have a material impact on the Company’s consolidated financial statements or related disclosures.

In October 2016, the FASB issued authoritative guidance that requires an entity to include indirect interests held through related parties that are under common control on a proportionate basis when evaluating if a reporting entity is the primary beneficiary of a variable interest entity. The Company adopted this guidance effective January 29, 2017. The adoption of this guidance did not have an impact on the Company’s consolidated financial statements or related disclosures.

**GUESS?, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

In November 2016, the FASB issued authoritative guidance related to the presentation of restricted cash in the statement of cash flows. This guidance requires that the statement of cash flows reconcile the change during the period in total cash, cash equivalents and restricted cash. The Company's restricted cash is generally held as collateral for certain transactions. The Company adopted this guidance effective January 29, 2017 on a retrospective basis. As a result, the Company updated its consolidated statements of cash flows for fiscal 2018, fiscal 2017 and fiscal 2016 to include restricted cash with cash and cash equivalents when reconciling the beginning and end of period balances and to eliminate changes in restricted cash that have historically been included within operating and investing activities.

In January 2017, the FASB issued authoritative guidance which clarifies the definition of a business to assist entities when evaluating whether transactions should be accounted for as acquisitions or disposals of assets or businesses. The Company early adopted this guidance effective January 29, 2017 on a prospective basis. The adoption of this guidance did not have a material impact on the Company's consolidated financial statements or related disclosures.

In February 2018, the FASB issued authoritative guidance to address certain stranded income tax effects in accumulated other comprehensive income (loss) resulting from the 2017 Tax Cuts and Jobs Act (the "Tax Reform") enacted in December 2017. This guidance provides the Company with an option to reclassify stranded tax effected within accumulated other comprehensive income (loss) to retained earnings in each period in which the effect of the change in the U.S. federal corporate income tax rate due to the Tax Reform is recorded. The Company early adopted this guidance during the fourth quarter of fiscal 2018 and recorded a cumulative adjustment to increase retained earnings by approximately \$1.2 million.

*Recently Issued Accounting Guidance*

In May 2014, the FASB issued a comprehensive new revenue recognition standard which will supersede previous existing revenue recognition guidance. The standard is intended to clarify the principles of recognizing revenue and create common revenue recognition guidance between GAAP and International Financial Reporting Standards. The standard also requires expanded disclosures surrounding revenue recognition. During fiscal 2017, the FASB issued additional clarification guidance on the new revenue recognition standard which also included certain scope improvements and practical expedients. The standard (including clarification guidance issued) is effective for fiscal periods beginning after December 15, 2017, which will be the Company's first quarter of fiscal 2019, and allows for either full retrospective or modified retrospective adoption, with early adoption permitted. The Company has adopted this guidance using the modified retrospective method beginning in the first quarter of fiscal 2019. The Company's assessment efforts have included reviewing current revenue processes, arrangements and accounting policies to identify potential differences that could arise from the application of this standard on its consolidated financial statements and related disclosures. While the Company does not expect the adoption of this standard to have a material impact on its consolidated financial statements, the Company expects there to be differences related primarily to the classification and timing of when revenue and certain expenses are recognized from its licensing business. These differences relate primarily to changes in the presentation of advertising contributions received from the Company's licensees and related advertising expenditures incurred by the Company. The Company currently records advertising contributions received from its licensees and the related advertising expenditures incurred by the Company on a net basis in its consolidated balance sheet. To the extent that the advertising contributions exceed the Company's advertising expenditures for its licensees, the excess contribution is treated as a deferred liability and is included in accrued expenses in the Company's consolidated balance sheet. Under the new standard, advertising contributions and related advertising expenditures related to the Company's licensing business will be recorded on a gross basis which will increase net revenue as well as SG&A expenses. The Company also expects revenue related to its e-commerce operations to be recognized when merchandise is transferred to a common carrier rather than upon receipt by the customer, as well as adjustments to the accounting for the Company's loyalty programs due to a slight change in the valuation of the amount that is deferred related to points earned. Additionally, allowances for wholesale sales returns and wholesale markdowns will be presented as accrued expenses rather than as reductions to accounts receivable and the estimated cost of inventory associated with the allowance for sales returns will be presented within other current assets in the Company's consolidated balance sheet.

**GUESS?, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

In January 2016, the FASB issued authoritative guidance which requires equity investments not accounted for under the equity method of accounting or consolidation accounting to be measured at fair value, with subsequent changes in fair value recognized in net income. In February 2018, the FASB issued additional clarification guidance which made targeted improvements to address certain aspects of recognition, measurement, presentation and disclosure requirements for financial instruments. The original guidance is effective for fiscal years beginning after December 15, 2017, which will be the Company's first quarter of fiscal 2019, and requires a cumulative-effect adjustment to the balance sheet as of the beginning of the fiscal year of adoption. The clarification guidance is effective for fiscal years beginning after December 15, 2017 and interim periods beginning after June 15, 2015, which will be the Company's third quarter of fiscal 2019. The clarification guidance may be early adopted, provided that the original guidance issued has been adopted. The adoption of this guidance (including the clarification guidance) is not expected to have a material impact on the Company's consolidated financial statements or related disclosures unless the Company acquires new equity investments.

In February 2016, the FASB issued a comprehensive new lease standard which will supersede previous lease guidance. The standard requires a lessee to recognize assets and liabilities related to long-term leases that were classified as operating leases under previous guidance in its balance sheet. An asset would be recognized related to the right to use the underlying asset and a liability would be recognized related to the obligation to make lease payments over the term of the lease. The standard also requires expanded disclosures surrounding leases. The standard is effective for fiscal periods beginning after December 15, 2018, which will be the Company's first quarter of fiscal 2020, and requires modified retrospective adoption, with early adoption permitted. The Company expects that this adoption will result in material increases in assets and liabilities in its consolidated balance sheet as well as enhanced disclosures. The Company is in the process of implementing controls and system changes to enable the preparation of the required financial information for this standard.

In June 2016, the FASB issued authoritative guidance related to the measurement of credit losses on financial instruments. This guidance is effective for fiscal years beginning after December 15, 2019, which will be the Company's first quarter of fiscal 2021. Early adoption is permitted for fiscal periods beginning after December 15, 2018, which will be the Company's first quarter of fiscal 2020. The Company is currently evaluating the impact of the adoption of this standard on its consolidated financial statements and related disclosures.

In October 2016, the FASB issued authoritative guidance which amends the accounting for income taxes on intra-entity transfers of assets other than inventory. This guidance requires that entities recognize the income tax consequences of an intra-entity transfer of an asset, other than inventory, when the transfer occurs. The income tax consequences on intra-entity transfers of inventory will continue to be deferred until the inventory has been sold to a third party. This guidance is effective for fiscal years beginning after December 15, 2017, which will be the Company's first quarter of fiscal 2019, and requires a cumulative-effect adjustment to the balance sheet as of the beginning of the fiscal year of adoption. Early adoption is permitted at the beginning of a fiscal year. The adoption of this guidance is not expected to have a material impact on the Company's consolidated financial statements or related disclosures.

In January 2017, the FASB issued authoritative guidance to simplify the testing for goodwill impairment by removing step two from the goodwill testing. Under current guidance, if the fair value of a reporting unit is lower than its carrying amount (step one), an entity would calculate an impairment charge by comparing the implied fair value of goodwill with its carrying amount (step two). The implied fair value of goodwill was calculated by deducting the fair value of the assets and liabilities of the respective reporting unit from the reporting unit's fair value as determined under step one. This guidance instead provides that an impairment charge should be recognized based on the difference between a reporting unit's fair value and its carrying value. This guidance also does not require a qualitative test to be performed on reporting units with zero or negative carrying amounts. However, entities need to disclose any reporting units with zero or negative carrying amounts that have goodwill and the amount of goodwill allocated to each. This guidance is effective for fiscal years beginning after December 15, 2019, which will be the Company's first quarter of fiscal 2021, with early adoption permitted for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017. The adoption of this guidance is not expected to have a material impact on the Company's consolidated financial statements or related disclosures.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

In March 2017, the FASB issued authoritative guidance related to the presentation of net periodic pension cost in the income statement. This guidance requires that the service cost component of net periodic pension cost is presented in the same line as other compensation costs arising from services rendered by the employees during the period. The other non-service components of net periodic pension cost are required to be presented in the income statement separately from the service cost component and outside of earnings from operations. This guidance also allows for the service cost component to be eligible for capitalization when applicable. This guidance is effective for fiscal years beginning after December 15, 2017, which will be the Company's first quarter of fiscal 2019, and requires retrospective adoption for the presentation of the service cost component and other non-service components of net periodic pension cost in the income statement and prospective adoption for capitalization of the service cost component. Other than the change in presentation of other non-service components of net periodic pension cost within the Company's consolidated statements of income, the adoption of this guidance is not expected to have an impact on the Company's consolidated financial statements and related disclosures.

In May 2017, the FASB issued authoritative guidance that provides clarification on accounting for modifications in share-based payment awards. This guidance is effective for fiscal years beginning after December 15, 2017, which will be the Company's first quarter of fiscal 2019, with early adoption permitted. The adoption of this guidance is not expected to have an impact on the Company's consolidated financial statements or related disclosures unless there are modifications to the Company's share-based payment awards.

In August 2017, the FASB issued authoritative guidance to better align the results of hedge accounting with an entity's risk management activities. This guidance updates the designation and measurement guidance for qualifying hedging relationships and the presentation of hedge results in the financial statements. This guidance is effective for fiscal years beginning after December 15, 2018, which will be the Company's first quarter of fiscal 2020, and requires a cumulative-effect adjustment to the balance sheet as of the beginning of the fiscal year of adoption, with early adoption permitted. The updated presentation and disclosure guidance is required only on a prospective basis. The Company is currently evaluating the impact of the adoption of this standard on its consolidated financial statements and related disclosures.

**(3) Accounts Receivable**

Accounts receivable is summarized as follows (in thousands):

	Feb 3, 2018	Jan 28, 2017
Trade	\$ 290,478	\$ 234,690
Royalty	5,504	19,881
Other	13,233	5,888
	309,215	260,459
Less allowances	49,219	34,922
	<u>\$ 259,996</u>	<u>\$ 225,537</u>

Accounts receivable consists of trade receivables relating primarily to the Company's wholesale business in Europe and, to a lesser extent, to its wholesale businesses in Asia and the Americas, royalty receivables relating to its licensing operations, credit card and retail concession receivables related to its retail businesses and certain other receivables. Other receivables generally relate to amounts due to the Company that result from activities that are not related to the direct sale of the Company's products or collection of royalties. The accounts receivable allowance includes allowances for doubtful accounts, wholesale sales returns and wholesale markdowns. Retail sales returns allowances are included in accrued expenses.

**GUESS?, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(4) Inventories**

Inventories consist of the following (in thousands):

	Feb 3, 2018	Jan 28, 2017
Raw materials	\$ 604	\$ 799
Work in progress	16	78
Finished goods	427,684	366,504
	<u>\$ 428,304</u>	<u>\$ 367,381</u>

The above balances include an allowance to write down inventories to the lower of cost or net realizable value of \$29.9 million and \$19.4 million as of February 3, 2018 and January 28, 2017, respectively.

**(5) Property and Equipment**

Property and equipment is summarized as follows (in thousands):

	Feb 3, 2018	Jan 28, 2017
Land and land improvements	\$ 2,750	\$ 2,750
Building and building improvements	51,285	47,673
Leasehold improvements	380,234	367,294
Furniture, fixtures and equipment	389,393	353,843
Construction in progress	16,555	13,163
Assets under capital leases	19,560	—
	<u>859,777</u>	<u>784,723</u>
Less accumulated depreciation and amortization	565,523	541,718
	<u>\$ 294,254</u>	<u>\$ 243,005</u>

During fiscal 2016, the Company purchased, for approximately \$28.8 million, the facility that houses its U.S. distribution center.

During fiscal 2018, the Company began the relocation of its European distribution center to the Netherlands and entered into a capital lease for equipment used in the new facility. During fiscal 2018, the Company also entered into a capital lease related primarily to computer hardware and software. The accumulated depreciation and amortization related to assets under capital leases was approximately \$0.9 million as of February 3, 2018 and was included in depreciation expense when recognized. See Note 8 for more information regarding the related capital lease obligations.

Construction in progress represents the costs associated with the construction in progress of leasehold improvements to be used in the Company's operations, primarily for new and remodeled stores in retail operations.

*Impairment*

The Company recorded asset impairment charges of \$8.5 million, \$34.4 million and \$2.3 million for fiscal 2018, fiscal 2017 and fiscal 2016, respectively. The asset impairment charges related primarily to the impairment of certain retail locations in North America resulting from under-performance and expected store closures during each of the respective periods.

Impairments to long-lived assets are summarized as follows (in thousands):

	Feb 3, 2018	Jan 28, 2017
Aggregate carrying value of long-lived assets impaired	\$ 8,728	\$ 36,103
Less asset impairment charges	8,479	34,385
Aggregate remaining fair value of long-lived assets impaired	<u>\$ 249</u>	<u>\$ 1,718</u>

The Company's impairment evaluations included testing of 233 retail locations and 255 retail locations during fiscal 2018 and fiscal 2017, respectively, which were deemed to have impairment indicators. The Company concluded

**GUESS?, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

that 99 retail locations and 148 retail locations, respectively, were determined to be impaired, as the carrying amounts of the assets exceeded their estimated fair values (determined based on discounted cash flows) at each of the respective dates. Refer to Note 1 for a description of other assumptions that management considers in estimating the future discounted cash flows. If actual results are not consistent with the assumptions and judgments used in estimating future cash flows and asset fair values, there may be additional exposure to future impairment losses that could be material to the Company's results of operations.

**(6) Goodwill and Intangible Assets**

Goodwill activity is summarized by business segment as follows (in thousands):

	Americas Retail	Americas Wholesale	Europe	Asia	Total
Goodwill balance at January 30, 2016	\$ 1,693	\$ 9,960	\$ 21,759	\$ —	\$ 33,412
Adjustments:					
Acquisition	—	—	—	933	933
Translation adjustments	36	6	(287)	—	(245)
Goodwill balance at January 28, 2017	1,729	9,966	21,472	933	34,100
Adjustments:					
Acquisition	—	—	—	566	566
Translation adjustments	36	6	3,653	120	3,815
Goodwill balance at February 3, 2018	\$ 1,765	\$ 9,972	\$ 25,125	\$ 1,619	\$ 38,481

The Company has no accumulated impairment related to goodwill.

From time-to-time, the Company may acquire certain retail locations from its wholesale partners which may result in the recognition of goodwill or other intangible assets. During fiscal 2018, the Company recognized goodwill of approximately \$0.6 million related to the acquisition of 14 retail locations from three of its Asian wholesale partners. During fiscal 2017, the Company recognized goodwill of approximately \$0.9 million related to the acquisition of 12 retail locations from five of its Asian wholesale partners.

Other intangible assets as of February 3, 2018 consisted primarily of lease and license acquisition costs related to European acquisitions. Gross intangible assets were \$33.6 million and \$29.7 million as of February 3, 2018 and January 28, 2017, respectively. The accumulated amortization of intangible assets with finite useful lives was \$27.6 million and \$23.2 million for the years ended February 3, 2018 and January 28, 2017, respectively. For these assets, amortization expense over the next five years is expected to be approximately \$1.2 million in fiscal 2019, \$1.0 million in fiscal 2020, \$0.9 million in fiscal 2021, \$0.8 million in fiscal 2022 and \$0.7 million in fiscal 2023.

**GUESS?, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(7) Accrued Expenses**

Accrued expenses are summarized as follows (in thousands):

	Feb 3, 2018	Jan 28, 2017
Accrued compensation and benefits	\$ 73,815	\$ 50,954
Sales and use taxes, property taxes and other indirect taxes	33,390	22,480
Derivative financial instruments	16,487	1,408
Professional and legal fees	14,281	7,982
Store credits, loyalty and gift cards	9,846	9,519
Advertising	9,677	7,746
Accrued rent	8,039	6,342
Deferred royalties and other revenue	7,273	7,891
Share repurchase	6,033	—
Income taxes	5,186	653
Construction costs	3,428	4,210
Retail sales returns allowance	2,917	2,723
Restructuring charges	—	180
Other	10,190	13,183
	<u>\$ 200,562</u>	<u>\$ 135,271</u>

**(8) Borrowings and Capital Lease Obligations**

Borrowings and capital lease obligations are summarized as follows (in thousands):

	Feb 3, 2018	Jan 28, 2017
Mortgage debt, maturing monthly through January 2026	\$ 20,323	\$ 20,889
Capital lease obligations	18,589	—
Other	3,129	3,159
	<u>42,041</u>	<u>24,048</u>
Less current installments	2,845	566
Long-term debt and capital lease obligations	<u>\$ 39,196</u>	<u>\$ 23,482</u>

*Mortgage Debt*

On February 16, 2016, the Company entered into a ten-year \$21.5 million real estate secured loan (the "Mortgage Debt"). The Mortgage Debt is secured by the Company's U.S. distribution center based in Louisville, Kentucky and provides for monthly principal and interest payments based on a 25-year amortization schedule, with the remaining principal balance and any accrued and unpaid interest due at maturity. Outstanding principal balances under the Mortgage Debt bear interest at the one-month LIBOR rate plus 1.5%. As of February 3, 2018, outstanding borrowings under the Mortgage Debt, net of debt issuance costs of \$0.1 million, were \$20.3 million. At January 28, 2017, outstanding borrowings under the Mortgage Debt, net of debt issuance costs of \$0.1 million, were \$20.9 million.

The Mortgage Debt requires the Company to comply with a fixed charge coverage ratio on a trailing four-quarter basis if consolidated cash, cash equivalents and short term investment balances fall below certain levels. In addition, the Mortgage Debt contains customary covenants, including covenants that limit or restrict the Company's ability to incur liens on the mortgaged property and enter into certain contractual obligations. Upon the occurrence of an event of default under the Mortgage Debt, the lender may terminate the Mortgage Debt and declare all amounts outstanding to be immediately due and payable. The Mortgage Debt specifies a number of events of default (some of which are subject to applicable grace or cure periods), including, among other things, non-payment defaults, covenant defaults, cross-defaults to other material indebtedness, bankruptcy and insolvency defaults and material judgment defaults.

On February 16, 2016, the Company also entered into a separate interest rate swap agreement, designated as a cash flow hedge, that resulted in a swap fixed rate of approximately 3.06%. This interest rate swap agreement matures

**GUESS?, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

in January 2026 and converts the nature of the Mortgage Debt from LIBOR floating-rate debt to fixed-rate debt. The fair value of the interest rate swap asset was approximately \$1.5 million and \$0.9 million as of February 3, 2018 and January 28, 2017, respectively.

*Capital Lease Obligations*

During fiscal 2018, the Company began the relocation of its European distribution center to the Netherlands. As a result, the Company entered into a capital lease of \$17.0 million for equipment used in the new facility. The capital lease primarily provides for monthly minimum lease payments through May 2027 with an effective interest rate of approximately 6%. As of February 3, 2018, the capital lease obligation was \$17.3 million.

During fiscal 2018, the Company also entered into a capital lease for \$1.5 million related primarily to computer hardware and software. As of February 3, 2018, this capital lease obligation was \$1.3 million.

The Company previously leased a building in Florence, Italy under a capital lease which provided for minimum lease payments through May 1, 2016. Upon termination of the capital lease, the title of the building was transferred to the Company. The Company had a separate interest rate swap agreement designated as a non-hedging instrument that converted the nature of the capital lease obligation from Euribor floating-rate debt to fixed-rate debt and resulted in a swap fixed rate of 3.55%. This interest rate swap agreement matured on February 1, 2016.

*Credit Facilities*

On June 23, 2015, the Company entered into a five-year senior secured asset-based revolving credit facility with Bank of America, N.A. and the other lenders party thereto (the "Credit Facility"). The Credit Facility provides for a borrowing capacity in an amount up to \$150 million, including a Canadian sub-facility up to \$50 million, subject to a borrowing base. Based on applicable accounts receivable, inventory, eligible cash balances and relevant covenant restrictions as of February 3, 2018, the Company could have borrowed up to \$87 million under the Credit Facility. The Credit Facility has an option to expand the borrowing capacity by up to \$150 million subject to certain terms and conditions, including the willingness of existing or new lenders to assume such increased amount. The Credit Facility is available for direct borrowings and the issuance of letters of credit, subject to certain letters of credit sublimits, and may be used for working capital and other general corporate purposes.

All obligations under the Credit Facility are unconditionally guaranteed by the Company and the Company's existing and future domestic and Canadian subsidiaries, subject to certain exceptions, and are secured by a first priority lien on substantially all of the assets of the Company and such domestic and Canadian subsidiaries, as applicable.

Direct borrowings under the Credit Facility made by the Company and its domestic subsidiaries shall bear interest at the U.S. base rate plus an applicable margin (varying from 0.25% to 0.75%) or at LIBOR plus an applicable margin (varying from 1.25% to 1.75%). The U.S. base rate is based on the greater of (i) the U.S. prime rate, (ii) the federal funds rate, plus 0.5%, and (iii) LIBOR for a 30 day interest period, plus 1.0%. Direct borrowings under the Credit Facility made by the Company's Canadian subsidiaries shall bear interest at the Canadian prime rate plus an applicable margin (varying from 0.25% to 0.75%) or at the Canadian BA rate plus an applicable margin (varying from 1.25% to 1.75%). The Canadian prime rate is based on the greater of (i) the Canadian prime rate, (ii) the Bank of Canada overnight rate, plus 0.5%, and (iii) the Canadian BA rate for a one month interest period, plus 1.0%. The applicable margins are calculated quarterly and vary based on the average daily availability of the aggregate borrowing base. The Company is also obligated to pay certain commitment, letter of credit and other fees customary for a credit facility of this size and type. As of February 3, 2018, the Company had \$1.0 million in outstanding standby letters of credit, no outstanding documentary letters of credit and no outstanding borrowings under the Credit Facility.

The Credit Facility requires the Company to comply with a fixed charge coverage ratio on a trailing four-quarter basis if a default or an event of default occurs under the Credit Facility or generally if borrowings exceed 80% of the borrowing base. In addition, the Credit Facility contains customary covenants, including covenants that limit or restrict the Company and certain of its subsidiaries' ability to: incur liens, incur indebtedness, make investments, dispose of assets, make certain restricted payments, merge or consolidate and enter into certain transactions with affiliates. Upon the occurrence of an event of default under the Credit Facility, the lenders may cease making loans, terminate the Credit Facility and declare all amounts outstanding to be immediately due and

**GUESS?, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

payable. The Credit Facility specifies a number of events of default (some of which are subject to applicable grace or cure periods), including, among other things, non-payment defaults, covenant defaults, cross-defaults to other material indebtedness, bankruptcy and insolvency defaults and material judgment defaults. The Credit Facility allows for both secured and unsecured borrowings outside of the Credit Facility up to specified amounts.

The Company, through its European subsidiaries, maintains short-term uncommitted borrowing agreements, primarily for working capital purposes, with various banks in Europe. The majority of the borrowings under these agreements are secured by specific accounts receivable balances. Based on the applicable accounts receivable balances as of February 3, 2018, the Company could have borrowed up to \$87.5 million under these agreements. As of February 3, 2018, the Company had no outstanding borrowings or outstanding documentary letters of credit under these agreements. The agreements are denominated primarily in euros and provide for annual interest rates ranging from 0.5% to 4.6%. The maturities of any short-term borrowings under these arrangements are generally linked to the credit terms of the underlying accounts receivable that secure the borrowings. With the exception of one facility for up to \$43.6 million that has a minimum net equity requirement, there are no other financial ratio covenants.

*Other*

From time-to-time, the Company will obtain other financing in foreign countries for working capital to finance its local operations.

Maturities of the Company's debt and capital lease obligations as of February 3, 2018 are as follows (in thousands):

	<b>Debt</b>	<b>Capital Lease</b>	<b>Total</b>
Fiscal 2019	\$ 1,361	\$ 1,594	\$ 2,955
Fiscal 2020	1,893	1,767	3,660
Fiscal 2021	1,725	1,923	3,648
Fiscal 2022	659	1,944	2,603
Fiscal 2023	682	1,895	2,577
Thereafter	17,221	9,466	26,687
Total principal payments	23,541	18,589	42,130
Less unamortized debt issuance costs	89	—	89
Total debt and capital lease obligations	<u>\$ 23,452</u>	<u>\$ 18,589</u>	<u>\$ 42,041</u>

**GUESS?, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(9) Restructuring Charges**

During the first quarter of fiscal 2017, the Company implemented a global cost reduction and restructuring plan to better align its global cost and organizational structure with its current strategic initiatives. This plan included the consolidation and streamlining of the Company's business processes and a reduction in its global workforce and other expenses. These actions resulted in restructuring charges related primarily to cash-based severance costs of \$6.1 million during fiscal 2017. There were no restructuring charges incurred during fiscal 2018. The Company does not expect significant future cash-based severance charges to be incurred under this plan as the actions were completed during fiscal 2017. As of February 3, 2018, there were no amounts included in accrued expenses related to these restructuring activities as the Company completed payments for the remaining anticipated costs during fiscal 2018. At January 28, 2017, the Company had a balance of approximately \$0.2 million in accrued expenses related to these restructuring activities.

The following table summarizes restructuring activities related primarily to severance during fiscal 2017 and fiscal 2018 (in thousands):

	<b>Total</b>
Balance at January 30, 2016	\$ —
Charges to operations	6,083
Cash payments	(6,003)
Foreign currency and other adjustments	100
Balance at January 28, 2017	\$ 180
Cash payments	(124)
Foreign currency and other adjustments	(56)
Balance at February 3, 2018	\$ —

During fiscal 2017, the Company also incurred an estimated exit tax charge of approximately \$1.9 million related to its reorganization in Europe as a result of the global cost reduction and restructuring plan. The exit tax charge has not been finalized with the local authorities and actual amounts could differ significantly from these estimates as negotiations are completed.

**GUESS?, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(10) Comprehensive Income (Loss)**

The changes in accumulated other comprehensive income (loss), net of related income taxes, for fiscal 2018, fiscal 2017 and fiscal 2016 are as follows (in thousands):

	Foreign Currency Translation Adjustment	Derivative Financial Instruments Designated as Cash Flow Hedges	Marketable Securities	Defined Benefit Plans	Total
Balance at January 31, 2015	\$ (121,569)	\$ 7,157	\$ (3)	\$ (12,650)	\$ (127,065)
Gains (losses) arising during the period	(36,083)	7,944	(12)	5,468	(22,683)
Reclassification to net earnings for gains realized	—	(7,849)	—	(457)	(8,306)
Net other comprehensive income (loss)	(36,083)	95	(12)	5,011	(30,989)
Balance at January 30, 2016	\$ (157,652)	\$ 7,252	\$ (15)	\$ (7,639)	\$ (158,054)
Gains (losses) arising during the period	(575)	1,059	(1)	(1,162)	(679)
Reclassification to net earnings for (gains) losses realized	—	(2,911)	16	239	(2,656)
Net other comprehensive income (loss)	(575)	(1,852)	15	(923)	(3,335)
Balance at January 28, 2017	\$ (158,227)	\$ 5,400	\$ —	\$ (8,562)	\$ (161,389)
Gains (losses) arising during the period	91,178	(20,408)	—	(1,999)	68,771
Reclassification to net loss for (gains) losses realized	—	414	—	352	766
Net other comprehensive income (loss)	91,178	(19,994)	—	(1,647)	69,537
Cumulative adjustment reclassified to retained earnings from adoption of new accounting guidance (1)	—	225	—	(1,435)	(1,210)
Balance at February 3, 2018	\$ (67,049)	\$ (14,369)	\$ —	\$ (11,644)	\$ (93,062)

- (1) During the fourth quarter of fiscal 2018, the Company early adopted authoritative guidance which addresses certain stranded income tax effects in accumulated other comprehensive income (loss) resulting from the Tax Reform enacted in December 2017. As a result, the Company recorded a cumulative adjustment to increase retained earnings by \$1.2 million with a corresponding reduction to accumulated other comprehensive income (loss) related to the Company's Supplemental Executive Retirement Plan and its interest rate swap designated as a cash flow hedge based in the U.S.

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Details on reclassifications out of accumulated other comprehensive income (loss) to net earnings (loss) during fiscal 2018, fiscal 2017 and fiscal 2016 are as follows (in thousands):

	Year Ended Feb 3, 2018	Year Ended Jan 28, 2017	Year Ended Jan 30, 2016	Location of (Gain) Loss Reclassified from Accumulated OCI into Earnings (Loss)
<b>Derivative financial instruments designated as cash flow hedges:</b>				
Foreign exchange currency contracts	\$ (14)	\$ (3,518)	\$ (8,314)	Cost of product sales
Foreign exchange currency contracts	583	(301)	(833)	Other income/expense
Interest rate swap	87	216	—	Interest expense
Less income tax effect	(242)	692	1,298	Income tax expense
	<u>414</u>	<u>(2,911)</u>	<u>(7,849)</u>	
<b>Marketable securities:</b>				
Available-for-sale securities	—	25	—	Other income/expense
Less income tax effect	—	(9)	—	Income tax expense
	<u>—</u>	<u>16</u>	<u>—</u>	
<b>Defined benefit plans:</b>				
Net actuarial loss amortization	462	341	924 <sup>(1)</sup>	
Prior service credit amortization	(27)	(28)	(97) <sup>(1)</sup>	
Curtailment	—	—	(1,651) <sup>(1)</sup>	
Less income tax effect	(83)	(74)	367	Income tax expense
	<u>352</u>	<u>239</u>	<u>(457)</u>	
<b>Total reclassifications to net earnings (loss) for (gains) losses realized during the period</b>	<u><u>\$ 766</u></u>	<u><u>\$ (2,656)</u></u>	<u><u>\$ (8,306)</u></u>	

(1) These accumulated other comprehensive income (loss) components are included in the computation of net periodic defined benefit pension cost. Refer to Note 12 for further information.

**(11) Income Taxes**

*Changes in Tax Law*

In December 2017, the 2017 Tax Cuts and Jobs Act in the U.S. (referred to herein as the “Tax Reform”), was enacted into law. The Tax Reform includes significant changes to the U.S. corporate income tax system, including a reduction in the U.S. federal corporate income tax rate from 35% to 21% and a one-time mandatory transition tax on accumulated foreign earnings.

The Tax Reform also establishes new tax laws that will be effective for calendar 2018, including but not limited to (i) a new provision designed to tax global intangible low-taxed income (“GILTI”), (ii) a general elimination of U.S. federal income taxes on dividends from foreign subsidiaries, (iii) a limitation on deductible interest expense and (iv) limitations on the deductibility of certain executive compensation.

The Securities and Exchange Commission (“SEC”) issued authoritative guidance which addresses accounting for the impact of the Tax Reform. This guidance provides a measurement period, which should not extend beyond one year from the enactment date, during which the Company may finalize the accounting for the impacts of the Tax Reform, and allows for the Company to record provisional estimates of such amounts. As a result, during fiscal 2018, the Company recorded estimated additional income tax expense of \$47.9 million. This is comprised of a provisional charge of \$24.9 million for the re-measurement of U.S. deferred tax assets and a provisional charge of \$23.0 million for the estimated effects of the transitional tax on the deemed repatriation of foreign earnings. The

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income tax payable related to the transition tax is due over an eight year period beginning in calendar 2018. The amount that is payable in the next 12 months is approximately \$1.9 million and has been included in accrued expenses in the Company's consolidated balance sheet. The Company has provided for any additional tax liabilities on amounts that are estimated to be repatriated from foreign operations as a result of the Tax Reform. We have not provided for other income taxes on undistributed foreign earnings expected to be reinvested outside the U.S. If in the future we decide to repatriate such earnings, we would incur other incremental taxes. Our current plans do not indicate a need to repatriate them to fund our U.S. cash requirements.

Based on the Company's current interpretation of the Tax Reform, reasonable estimates were made to record provisional adjustments during fiscal 2018. These estimates may change, and the Company will continue to refine such amounts within the measurement period allowed. These estimates may be impacted by a number of additional considerations, including, but not limited to, the state level income tax impacts of the Tax Reform, clarifications of or changes to the Tax Reform (including the issuance of final regulations and evolving technical interpretations), additional guidance issued by the SEC or FASB, and the Company's ongoing analysis of historical earnings and profits as well as tax pools. The Company continues to analyze the provisions of the Tax Reform, including but not limited to, the creation of a new minimum tax called the base erosion anti-abuse tax; a new provision that taxes U.S. allocated expenses (e.g. interest and general administrative expenses) as well as certain GILTI from foreign operations; a general elimination of U.S. federal income taxes on dividends from foreign subsidiaries; a new limitation on deductible interest expense; and limitations on the deductibility of certain employee compensation. Under GAAP, companies are allowed to make an accounting policy election to either treat taxes resulting from GILTI as a current-period expense when they are incurred or factor such amounts into the measurement of deferred taxes. The Company has not completed its analysis of the effects of the GILTI provisions and will further consider the accounting policy election within the measurement period allowed.

During the fourth quarter of fiscal 2018, the Company also early adopted authoritative guidance which addresses certain stranded income tax effects in accumulated other comprehensive income (loss) resulting from the Tax Reform. As a result, the Company recorded a cumulative adjustment of \$1.2 million to reclassify the stranded income tax effects from the Tax Reform that were included in accumulated other comprehensive income (loss) to retained earnings.

*Income Tax Expense*

Income tax expense (benefit) is summarized as follows (in thousands):

	<b>Year Ended</b> <b>Feb 3, 2018</b>	<b>Year Ended</b> <b>Jan 28, 2017</b>	<b>Year Ended</b> <b>Jan 30, 2016</b>
<b>Federal:</b>			
Current	\$ 34,181	\$ 8,212	\$ 23,618
Deferred	21,595	(636)	4,038
<b>State:</b>			
Current	1,903	2,537	3,864
Deferred	217	(1,000)	(296)
<b>Foreign:</b>			
Current	7,333	17,055	14,259
Deferred	8,943	2,044	(3,019)
<b>Total</b>	<b>\$ 74,172</b>	<b>\$ 28,212</b>	<b>\$ 42,464</b>

**GUESS?, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Actual income tax expense differs from expected income tax expense obtained by applying the statutory federal income tax rate to earnings before income taxes as follows (in thousands):

	Year Ended Feb 3, 2018	Year Ended Jan 28, 2017	Year Ended Jan 30, 2016
Computed "expected" tax expense	\$ 23,693	\$ 18,763	\$ 44,547
State taxes, net of federal benefit	1,675	999	2,320
Non-U.S. tax expense less than federal statutory tax rate (1)	(7,396)	(1,539)	(6,991)
Tax Reform - repatriation tax adjustment (2)	23,034	—	—
Tax Reform - deferred tax adjustment (2)	24,856	—	—
Cumulative valuation reserve (3)	—	6,830	—
Valuation reserve (4)	9,057	5,841	3,024
Unrecognized tax benefit	537	556	1,123
Share-based compensation (5)	1,309	—	—
Net tax settlements	—	1,894	—
Sale of minority interest investment	—	(2,316)	—
Estimated exit tax charge	—	1,911	—
Prior year tax adjustments	(88)	(1,790)	(2,944)
Non-deductible permanent difference	(3,224)	(2,284)	1,295
Other	719	(653)	90
Total	<u>\$ 74,172</u>	<u>\$ 28,212</u>	<u>\$ 42,464</u>

- (1) The jurisdictional location of pre-tax income (loss) may represent a significant component of the Company's effective tax rate as income tax rates outside the U.S. are generally lower than the U.S. statutory income tax rate. Furthermore, the impact of changes in the jurisdictional location of pre-tax income (loss) on the Company's effective tax rate will be greater at lower levels of consolidated pre-tax income (loss). These amounts exclude the impact of net changes in valuation allowances, audit and other adjustments related to the Company's non-U.S. operations, as they are reported separately in the appropriate corresponding line items in the table above. The impact on the Company's effective tax rate was primarily related to the Company's Swiss and Korean subsidiaries which have jurisdictional effective tax rates which range from 8% to 20% lower than the U.S. rates in effect for the periods presented.
- (2) During fiscal 2018, the Company recognized additional tax expense resulting from the enactment of the Tax Reform to account for the estimated effects of the transitional tax on the deemed repatriation of foreign earnings and reduced deferred tax assets due to lower future U.S. corporate tax rates.
- (3) Amounts represent valuation reserves resulting from jurisdictions where there have been cumulative net operating losses, limiting the Company's ability to consider other subjective evidence to continue to recognize the existing deferred tax assets.
- (4) Amounts relate primarily to valuation reserves on non-cumulative net operating losses or other deferred tax assets arising during the respective period.
- (5) During fiscal 2018, the Company adopted authoritative guidance which requires all income tax effects of stock awards (resulting from an increase or decrease in the fair value of an award from grant date to the vesting date) to be recognized in the income statement when the awards vest or are settled. This is a change from previous guidance that required such activity to be recorded in paid-in capital within stockholders' equity.

**GUESS?, INC. AND SUBSIDIARIES**  
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Total income tax expense (benefit) is allocated as follows (in thousands):

	<b>Year Ended Feb 3, 2018</b>	<b>Year Ended Jan 28, 2017</b>	<b>Year Ended Jan 30, 2016</b>
Operations (1)	\$ 74,172	\$ 28,212	\$ 42,464
Stockholders' equity (1)	(3,173)	1,782	4,668
<b>Total income tax expense</b>	<b>\$ 70,999</b>	<b>\$ 29,994</b>	<b>\$ 47,132</b>

- (1) During fiscal 2018, the Company adopted authoritative guidance which requires all income tax effects of stock awards (resulting from an increase or decrease in the fair value of an award from grant date to the vesting date) to be recognized in the income statement when the awards vest or are settled. This is a change from previous guidance that required such activity to be recorded in paid-in capital within stockholders' equity. As a result, the Company recorded tax shortfalls of approximately \$1.3 million in the Company's income tax expense during fiscal 2018.

The tax effects of the components of other comprehensive income (loss) are allocated as follows (in thousands):

	<b>Year Ended Feb 3, 2018</b>	<b>Year Ended Jan 28, 2017</b>	<b>Year Ended Jan 30, 2016</b>
Derivative financial instruments designated as cash flow hedges	\$ (2,738)	\$ (864)	\$ 559
Marketable securities	—	6	(7)
Defined benefit plans	(435)	(21)	2,972
<b>Total income tax expense (benefit) (1)</b>	<b>\$ (3,173)</b>	<b>\$ (879)</b>	<b>\$ 3,524</b>

- (1) During the fourth quarter of fiscal 2018, the Company early adopted authoritative guidance which addresses certain stranded income tax effects in accumulated other comprehensive income (loss) resulting from the Tax Reform enacted in December 2017. As a result, the Company recorded a cumulative adjustment to increase retained earnings by \$1.2 million with a corresponding reduction to accumulated other comprehensive income (loss) related to the Company's Supplemental Executive Retirement Plan and its interest rate swap designated as a cash flow hedge based in the U.S. The impact from this reclassification on accumulated other comprehensive income (loss) has been excluded from the amounts provided in this table.

Total earnings before income tax expense and noncontrolling interests are comprised of the following (in thousands):

	<b>Year Ended Feb 3, 2018</b>	<b>Year Ended Jan 28, 2017</b>	<b>Year Ended Jan 30, 2016</b>
Domestic operations	\$ 39,112	\$ 32,944	\$ 90,141
Foreign operations	31,159	20,666	37,138
<b>Earnings before income tax expense and noncontrolling interests</b>	<b>\$ 70,271</b>	<b>\$ 53,610</b>	<b>\$ 127,279</b>

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

*Deferred Taxes*

The tax effects of temporary differences that give rise to significant portions of deferred tax assets and deferred tax liabilities as of February 3, 2018 and January 28, 2017 are presented below (in thousands):

	Feb 3, 2018	Jan 28, 2017
<b>Deferred tax assets:</b>		
Net operating losses	19,859	13,524
Defined benefit plans	13,155	20,642
Deferred compensation	10,721	12,987
Excess of book over tax depreciation/amortization	10,704	9,018
Rent expense	7,651	13,672
Deferred income	7,141	6,213
Bad debt reserve	2,529	2,124
Lease incentives	1,814	5,545
Uniform capitalization	974	1,900
Other	30,703	28,265
Total deferred tax assets	105,251	113,890
<b>Deferred tax liabilities:</b>		
Goodwill amortization	(2,303)	(3,654)
Excess of tax over book depreciation/amortization	(135)	(189)
Other	(4,517)	(4,544)
Valuation allowance	(32,601)	(23,255)
Net deferred tax assets (1)	\$ 65,695	\$ 82,248

(1) As of February 3, 2018, amount includes net deferred tax liabilities of \$2.7 million recorded in other long-term liabilities in the Company's consolidated balance sheet. There were \$0.5 million net deferred tax liabilities recorded in other long-term liabilities in the Company's consolidated balance sheet at January 28, 2017.

Based on the historical earnings of the Company and projections of future taxable earnings in certain jurisdictions, management believes it is more likely than not that the results of operations will not generate sufficient taxable earnings to realize certain net deferred tax assets. Therefore, the Company has recorded a valuation allowance of \$32.6 million, which is an increase of \$9.3 million from the prior year.

As of February 3, 2018, certain of the Company's operations had net operating loss carryforwards of \$74.7 million. These are comprised of \$17.1 million of operating loss carryforwards that have an unlimited carryforward life, \$57.0 million of foreign operating loss carryforwards that expire between fiscal 2019 and fiscal 2038 and \$0.6 million of state operating loss carryforwards that expire between fiscal 2019 and fiscal 2036. Based on the historical earnings of these operations, management believes that it is more likely than not that some of the operations will not generate sufficient earnings to utilize all of the net operating loss. As of February 3, 2018 and January 28, 2017, the Company had a valuation allowance of \$20.4 million and \$13.9 million, respectively, related to its net operating loss carryforwards.

*Unrecognized Tax Benefit*

The Company and its subsidiaries are subject to U.S. federal and foreign income tax as well as income tax of multiple state and foreign local jurisdictions. From time-to-time, the Company is subject to routine income tax audits on various tax matters around the world in the ordinary course of business. Although the Company has substantially concluded all U.S. federal, foreign, state and foreign local income tax matters for years through fiscal 2012, as of February 3, 2018, several income tax audits were underway in multiple jurisdictions for various periods after fiscal 2012. The Company does not believe that the resolution of open matters will have a material effect on the Company's financial position or liquidity.

The Company accrues an amount for its estimate of additional income tax liability which the Company, more likely than not, will incur as a result of the ultimate resolution of income tax audits ("uncertain tax positions"). The

**GUESS?, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Company reviews and updates the estimates used in the accrual for uncertain tax positions as more definitive information becomes available from taxing authorities, upon completion of tax audits, upon expiration of statutes of limitation, or upon occurrence of other events.

A reconciliation of the beginning and ending amount of gross unrecognized tax benefit (excluding interest and penalties) is as follows (in thousands):

	Year Ended Feb 3, 2018	Year Ended Jan 28, 2017	Year Ended Jan 30, 2016
Beginning balance	\$ 12,983	\$ 12,585	\$ 13,640
Additions:			
Tax positions related to the prior year	4,436	672	496
Tax positions related to the current year	222	106	1,516
Reductions:			
Tax positions related to the prior year	(356)	(380)	(1,650)
Tax positions related to the current year	(309)	—	(359)
Settlements	—	—	(505)
Expiration of statutes of limitation	(205)	—	(553)
Ending balance	<u>\$ 16,771</u>	<u>\$ 12,983</u>	<u>\$ 12,585</u>

The amount of unrecognized tax benefit as of February 3, 2018 includes \$17.4 million (net of federal benefit on state issues) which, if ultimately recognized, may reduce our future annual effective tax rate. As of February 3, 2018 and January 28, 2017, the Company had \$19.0 million and \$14.6 million, respectively, of aggregate accruals for uncertain tax positions, including penalties and interest.

The Company's practice is to recognize interest and/or penalties related to income tax matters in income tax expense. The Company included interest and penalties related to uncertain tax positions of \$0.5 million, \$0.2 million and \$0.6 million in net income tax expense for fiscal 2018, fiscal 2017 and fiscal 2016, respectively. Total interest and penalties related to uncertain tax positions was \$2.2 million and \$1.6 million for the years ended February 3, 2018 and January 28, 2017, respectively.

**(12) Defined Benefit Plans**

The Company maintains defined benefit plans for certain employees primarily in the U.S. and Switzerland. In accordance with authoritative guidance for defined benefit pension and other postretirement plans, an asset for a plan's overfunded status or a liability for a plan's underfunded status is recognized in the consolidated balance sheets; plan assets and obligations that determine the plan's funded status are measured as of the end of the Company's fiscal year; and changes in the funded status of defined benefit postretirement plans are recognized in the year in which they occur. Such changes are reported in other comprehensive income (loss) as a separate component of stockholders' equity.

The Company's pension obligations and related costs are calculated using actuarial concepts, within the authoritative guidance framework, and are considered Level 3 inputs as defined in Note 20. The Company uses the corridor approach to amortize unrecognized actuarial gains or losses over the average remaining service life of active participants. The life expectancy, estimated retirement age, discount rate, estimated future compensation and expected return on plan assets are important elements of expense and/or liability measurement. These critical assumptions are evaluated annually which enables expected future payments for benefits to be stated at present value on the measurement date. If actual results are not consistent with actuarial assumptions, the amounts recognized for the defined benefit plans could change significantly.

*Supplemental Executive Retirement Plan*

On August 23, 2005, the Board of Directors of the Company adopted a Supplemental Executive Retirement Plan ("SERP") which became effective January 1, 2006. The SERP provides select employees who satisfy certain eligibility requirements with certain benefits upon retirement, termination of employment, death, disability or a change in control of the Company, in certain prescribed circumstances.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

In fiscal 2016, the SERP was amended in connection with Paul Marciano's transition from Chief Executive Officer to Executive Chairman of the Board and Chief Creative Officer. This amendment effectively eliminated any future salary progression by finalizing compensation levels for future benefits. Mr. Marciano will continue to be eligible to receive SERP benefits in the future in accordance with the amended terms of the SERP. Subsequent to this amendment, there are no employees considered actively participating under the terms of the SERP. As a result, the Company included an actuarial gain of \$11.4 million before taxes in accumulated other comprehensive income (loss) during fiscal 2016. In addition, the Company also recognized a curtailment gain of \$1.7 million before taxes related to the accelerated amortization of the remaining prior service credit during fiscal 2016.

As a non-qualified pension plan, no dedicated funding of the SERP is required; however, the Company has made periodic payments into insurance policies held in a rabbi trust to fund the expected obligations arising under the non-qualified SERP. The amount of any future payments into the insurance policies, if any, may vary depending on investment performance of the trust. The cash surrender values of the insurance policies were \$64.5 million and \$58.6 million as of February 3, 2018 and January 28, 2017, respectively, and were included in other assets in the Company's consolidated balance sheets. As a result of changes in the value of the insurance policy investments, the Company recorded unrealized gains (losses) of \$7.7 million, \$6.9 million and (\$1.8) million in other income and expense during fiscal 2018, fiscal 2017 and fiscal 2016, respectively. The Company also recorded realized gains of \$0.7 million in other income resulting from payout on the insurance policies during fiscal 2016.

The Company assumed a discount rate of approximately 3.5% for both of the years ended February 3, 2018 and January 28, 2017, as part of the actuarial valuation performed to calculate the projected benefit obligation, based on the timing of cash flows expected to be made in the future to the participants, applied to high quality yield curves. In fiscal 2016, the Company amended the SERP to effectively eliminate any future salary progression by finalizing compensation levels for future benefits. Prior to the amendment, compensation levels utilized in calculating the projected benefit obligation were derived from expected future compensation as outlined in employment contracts in effect at the time. The Company also considers recent updates to the mortality tables and mortality improvement scale published by the Society of Actuaries in developing its best estimate of the expected mortality rates for its plan participants.

As of February 3, 2018, accumulated other comprehensive income (loss) included actuarial losses of \$0.2 million that are expected to be amortized and recognized as a component of net periodic defined benefit pension cost in fiscal 2019. Aggregate benefits projected to be paid in the next five fiscal years are approximately \$1.7 million in fiscal 2019, \$3.7 million in fiscal 2020, \$3.9 million in fiscal 2021, \$3.9 million in fiscal 2022 and \$3.9 million in fiscal 2023. Aggregate benefits projected to be paid in the following five fiscal years amount to \$18.5 million.

*Foreign Pension Plans*

In certain foreign jurisdictions, primarily in Switzerland, the Company is required to guarantee the returns on Company sponsored defined contribution plans in accordance with local regulations. These plans are typically government-mandated defined contribution plans that provide employees with a minimum investment return, and as such, are treated under pension accounting in accordance with authoritative guidance. The minimum investment return for our Swiss pension plan was 1.00% and 1.25% during calendar 2017 and calendar 2016, respectively. Under the Swiss pension plan, both the Company and certain of its employees with annual earnings in excess of government determined amounts are required to make contributions into a fund managed by an independent investment fiduciary. The Company's contributions must be made in an amount at least equal to the employee's contribution. Minimum employee contributions are based on the respective employee's age, salary and gender.

During fiscal 2016, the Swiss pension plan was amended to update the conversion rate for future periods. As a result, the projected benefit obligation and prior service cost were reduced by \$0.2 million during fiscal 2016.

As of February 3, 2018 and January 28, 2017, actuarial assumptions used by the Company to calculate the projected benefit obligation and the fair value of the plans assets related to its Swiss pension plan included discount rates of 0.60% and 0.50%, respectively, and expected returns on plan assets of 1.40% for both periods.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

As of February 3, 2018, accumulated other comprehensive income (loss) included actuarial losses of \$0.4 million that are expected to be amortized and recognized as a component of net periodic defined benefit pension cost in fiscal 2019.

The components of net periodic defined benefit pension cost to accumulated comprehensive income (loss) for fiscal 2018, fiscal 2017 and fiscal 2016 related to the Company's defined benefit plans are as follows (in thousands):

	Year Ended February 3, 2018		
	SERP	Foreign Pension Plans	Total
Service cost	\$ —	\$ 2,500	\$ 2,500
Interest cost	1,844	147	1,991
Expected return on plan assets	—	(244)	(244)
Net amortization of unrecognized prior service credit	—	(27)	(27)
Net amortization of actuarial losses	151	311	462
Net periodic defined benefit pension cost	\$ 1,995	\$ 2,687	\$ 4,682
Unrecognized prior service credit charged to comprehensive income (loss)	\$ —	\$ (27)	\$ (27)
Unrecognized net actuarial loss charged to comprehensive income (loss)	151	311	462
Net actuarial losses	(1,092)	(1,156)	(2,248)
Foreign currency and other adjustments	—	(269)	(269)
Related tax impact	360	75	435
Total periodic defined benefit pension cost and other charges to other comprehensive income (loss)	(581)	(1,066)	(1,647)
Cumulative adjustment reclassified to retained earnings from adoption of new accounting guidance (1)	(1,435)	—	(1,435)
Total periodic defined benefit pension cost and other charges to accumulated other comprehensive income (loss)	\$ (2,016)	\$ (1,066)	\$ (3,082)

(1) During the fourth quarter of fiscal 2018, the Company early adopted authoritative guidance which addresses certain stranded income tax effects in accumulated other comprehensive income (loss) resulting from the Tax Reform enacted in December 2017. As a result, the Company recorded a cumulative adjustment to increase retained earnings by \$1.4 million with a corresponding reduction to accumulated other comprehensive income (loss) related to the Company's SERP.

**GUESS?, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

	Year Ended January 28, 2017		
	SERP	Foreign Pension Plans	Total
Service cost	\$ —	\$ 1,544	\$ 1,544
Interest cost	1,839	87	1,926
Expected return on plan assets	—	(185)	(185)
Net amortization of unrecognized prior service credit	—	(28)	(28)
Net amortization of actuarial losses	155	186	341
Net periodic defined benefit pension cost	\$ 1,994	\$ 1,604	\$ 3,598
Unrecognized prior service credit charged to comprehensive income (loss)	\$ —	\$ (28)	\$ (28)
Unrecognized net actuarial loss charged to comprehensive income (loss)	155	186	341
Net actuarial gains (losses)	63	(1,248)	(1,185)
Foreign currency and other adjustments	—	(72)	(72)
Related tax impact	(84)	105	21
Total periodic defined benefit pension cost and other charges to other comprehensive income (loss) and accumulated other comprehensive income (loss)	\$ 134	\$ (1,057)	\$ (923)

	Year Ended January 30, 2016		
	SERP	Foreign Pension Plans	Total
Service cost	\$ —	\$ 1,622	\$ 1,622
Interest cost	1,986	69	2,055
Expected return on plan assets	—	(142)	(142)
Net amortization of unrecognized prior service credit	(97)	—	(97)
Net amortization of actuarial losses	740	184	924
Curtailement gain	(1,651)	—	(1,651)
Net periodic defined benefit pension cost	\$ 978	\$ 1,733	\$ 2,711
Unrecognized prior service credit charged to comprehensive income (loss)	\$ (97)	\$ —	\$ (97)
Unrecognized net actuarial loss charged to comprehensive income (loss)	740	184	924
Curtailement gain	(1,651)	—	(1,651)
Net actuarial gains (losses)	8,707	(341)	8,366
Plan amendment	—	167	167
Foreign currency and other adjustments	—	274	274
Related tax impact	(2,945)	(27)	(2,972)
Total periodic defined benefit pension cost and other charges to other comprehensive income (loss) and accumulated other comprehensive income (loss)	\$ 4,754	\$ 257	\$ 5,011

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Included in accumulated other comprehensive income (loss), before tax, as of February 3, 2018 and January 28, 2017 are the following amounts that have not yet been recognized in net periodic defined benefit pension cost (in thousands):

	Feb 3, 2018			Jan 28, 2017		
	SERP	Foreign Pension Plans	Total	SERP	Foreign Pension Plans	Total
Unrecognized prior service credit	\$ —	\$ (113)	\$ (113)	\$ —	\$ (140)	\$ (140)
Unrecognized net actuarial loss	9,454	4,889	14,343	8,513	3,775	12,288
<b>Total included in accumulated other comprehensive loss</b>	<b>\$ 9,454</b>	<b>\$ 4,776</b>	<b>\$ 14,230</b>	<b>\$ 8,513</b>	<b>\$ 3,635</b>	<b>\$ 12,148</b>

The following table summarizes the funded status of the Company's defined benefit plans and the amounts recognized in the Company's consolidated balance sheets (in thousands):

	February 3, 2018			Jan 28, 2017		
	SERP	Foreign Pension Plans	Total	SERP	Foreign Pension Plans	Total
Projected benefit obligation	\$ (54,760)	\$ (26,409)	\$ (81,169)	\$ (53,521)	\$ (19,986)	\$ (73,507)
Plan assets at fair value (1)	—	21,437	21,437	—	16,305	16,305
<b>Net liability (2)</b>	<b>\$ (54,760)</b>	<b>\$ (4,972)</b>	<b>\$ (59,732)</b>	<b>\$ (53,521)</b>	<b>\$ (3,681)</b>	<b>\$ (57,202)</b>

- (1) The SERP is a non-qualified pension plan and hence the insurance policies are not considered to be plan assets. Accordingly, the table above does not include the insurance policies with cash surrender values of \$64.5 million and \$58.6 million as of February 3, 2018 and January 28, 2017, respectively.
- (2) The net liability was included in accrued expenses and other long-term liabilities in the Company's consolidated balance sheets depending on the expected timing of payments.

A reconciliation of the changes in the projected benefit obligation for fiscal 2018 and fiscal 2017 is as follows (in thousands):

	Projected Benefit Obligation		
	SERP	Foreign Pension Plans	Total
Balance at January 30, 2016	\$ 53,443	\$ 17,577	\$ 71,020
Service cost	—	1,544	1,544
Interest cost	1,839	87	1,926
Actuarial (gains) losses	(63)	1,067	1,004
Contributions by plan participants	—	1,805	1,805
Payments	(1,698)	(2,416)	(4,114)
Foreign currency and other adjustments	—	322	322
<b>Balance at January 28, 2017</b>	<b>\$ 53,521</b>	<b>\$ 19,986</b>	<b>\$ 73,507</b>
Service cost	—	2,500	2,500
Interest cost	1,844	147	1,991
Actuarial (gains) losses	1,092	1,156	2,248
Contributions by plan participants	—	2,315	2,315
Payments	(1,697)	(1,373)	(3,070)
Foreign currency and other adjustments	—	1,678	1,678
<b>Balance at February 3, 2018</b>	<b>\$ 54,760</b>	<b>\$ 26,409</b>	<b>\$ 81,169</b>

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The SERP is a non-qualified pension plan and hence the insurance policies are not considered to be plan assets. Accordingly, the table below does not include the insurance policies with cash surrender values of \$64.5 million and \$58.6 million as of February 3, 2018 and January 28, 2017, respectively. A reconciliation of the changes in plan assets for the Foreign Pension Plans for fiscal 2018 and fiscal 2017 is as follows (in thousands):

	<b>Plan Assets</b>
Balance at January 30, 2016	\$ 14,859
Actual return on plan assets	4
Contributions by employer	1,779
Contributions by plan participants	1,805
Payments	(2,416)
Foreign currency and other adjustments	274
Balance at January 28, 2017	\$ 16,305
Actual return on plan assets	244
Contributions by employer	2,575
Contributions by plan participants	2,315
Payments	(1,373)
Foreign currency and other adjustments	1,371
Balance at February 3, 2018	\$ 21,437

**(13) Related Party Transactions**

The Company and its subsidiaries periodically enter into transactions with other entities or individuals that are considered related parties, including certain transactions with entities affiliated with trusts for the respective benefit of Paul Marciano, who is an executive and member of the Board of the Company, and Maurice Marciano, Chairman Emeritus and member of the Board, and certain of their children (the "Marciano Trusts").

*Leases*

The Company leases warehouse and administrative facilities, including the Company's corporate headquarters in Los Angeles, California, from partnerships affiliated with the Marciano Trusts and certain of their affiliates. There were four of these leases in effect as of February 3, 2018 with expiration dates ranging from calendar years 2018 to 2020.

The Company, through a wholly-owned Canadian subsidiary, leases warehouse and administrative facilities in Montreal, Quebec from a partnership affiliated with the Marciano Trusts. During fiscal 2018, the Company exercised an option to extend the lease term for an additional one-year period ending in December 2018. All other terms of the existing lease remain in full force and effect.

The Company, through a French subsidiary, leases a showroom and office space located in Paris, France from an entity that is owned in part by an affiliate of the Marciano Trusts. Due to excess capacity, the lease was amended to reduce the square footage by approximately 5,100 square feet to 16,000 square feet during fiscal 2018. The amendment also provided for a corresponding reduction in aggregate rent, common area maintenance charges and property tax expense due to the lower square footage. All other terms of the existing lease remain in full force and effect.

In January 2016, the Company sold an approximately 140,000 square foot parking lot located adjacent to the Company's corporate headquarters to a partnership affiliated with the Marciano Trusts for a sales price of \$7.5 million, which was subsequently collected during fiscal 2017. Concurrent with the sale, the Company entered into a lease agreement to lease back the parking lot from the purchaser. During fiscal 2016, the Company recognized a net gain of approximately \$3.4 million in other income as a result of these transactions.

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Aggregate rent, common area maintenance charges and property tax expense recorded under these four related party leases for fiscal 2018, fiscal 2017 and fiscal 2016 were \$4.9 million, \$5.0 million and \$5.1 million, respectively. The Company believes that the terms of the related party leases and parking lot sale have not been significantly affected by the fact that the Company and the lessors are related. Refer to Note 14 for more information on lease commitments.

*Aircraft Arrangements*

The Company periodically charts aircraft owned by MPM Financial, LLC (“MPM Financial”), an entity affiliated with the Marciano Trusts, through informal arrangements with MPM Financial and independent third party management companies contracted by MPM Financial to manage its aircraft. The total fees paid under these arrangements for fiscal 2018, fiscal 2017 and fiscal 2016 were approximately \$1.1 million, \$0.9 million and \$0.6 million, respectively.

*Other Transactions*

During 2015, Georges Marciano, brother of Paul Marciano and Maurice Marciano, filed lawsuits against the Company in Canada and the U.S. related primarily to intellectual property rights in the Marciano name. Armand Marciano, also a brother of Paul Marciano and Maurice Marciano, was later added as a plaintiff to the U.S. lawsuit. In addition to the lawsuits, Georges Marciano opposed various of the Company’s applications for registration of its “Marciano” mark. In December 2015, the parties (including all the Marciano brothers) entered into a settlement agreement and a coexistence agreement whereby: (1) Georges Marciano and Armand Marciano agreed to drop all claims and actions against the Company; (2) the Company agreed to pay Georges Marciano and Armand Marciano a sum of \$100,000 each (which amounts were substantially reimbursed by insurance); (3) the Company clarified the intellectual property rights of Georges Marciano and Armand Marciano in the use of their respective full names; and (4) the parties clarified the Company’s ownership and intellectual property rights in the name “Marciano.”

**(14) Commitments and Contingencies**

*Leases*

The Company leases its showrooms, advertising, licensing, sales and merchandising offices, remote distribution and warehousing facilities and retail and factory outlet store locations under operating lease agreements expiring on various dates through October 2037. Some of these leases require the Company to make periodic payments for property taxes, utilities and common area operating expenses. Certain retail store leases provide for rents based upon the minimum annual rental amount and a percentage of annual sales volume, generally ranging from 4% to 20%, when specific sales volumes are exceeded. The Company’s concession leases also provide for rents primarily based upon a percentage of annual sales volume which average approximately 35% of annual sales volume. Some leases include lease incentives, rent abatements and fixed rent escalations, which are amortized and recorded over the initial lease term on a straight-line basis. The Company also leases some of its equipment under operating lease agreements expiring at various dates through November 2022.

As discussed in further detail in Note 8, the Company leases equipment as well as computer hardware and software under capital lease obligations.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Future minimum property and equipment lease payments under capital leases and non-cancelable operating leases as of February 3, 2018 are as follows (in thousands):

	Capital Lease	Operating Leases		Total
		Non-Related Parties	Related Parties	
Fiscal 2019	\$ 2,940	\$ 196,321	\$ 4,757	\$ 204,018
Fiscal 2020	2,945	174,521	4,420	181,886
Fiscal 2021	2,934	148,255	2,024	153,213
Fiscal 2022	2,716	124,562	—	127,278
Fiscal 2023	2,590	100,162	—	102,752
Thereafter	10,859	229,880	—	240,739
Total minimum lease payments	\$ 24,984	\$ 973,701	\$ 11,201	\$ 1,009,886
Less interest	(6,395)			
Capital lease obligations	\$ 18,589			
Less current portion	(1,594)			
Long-term capital lease obligations	\$ 16,995			

Rental expense for all property and equipment operating leases during fiscal 2018, fiscal 2017 and fiscal 2016 aggregated \$272.3 million, \$263.1 million and \$259.1 million, respectively, including percentage rent of \$61.2 million, \$53.0 million and \$53.7 million, respectively.

*Purchase Commitments*

Inventory purchase commitments as of February 3, 2018 were \$208.1 million. These purchase commitments can be impacted by various factors, including the scheduling of market weeks, the timing of issuing orders, the timing of the shipment of orders and currency fluctuations.

*Incentive Bonuses*

Certain officers and key employees of the Company are eligible to receive annual cash incentive bonuses based on the achievement of certain performance criteria. These bonuses are based on performance measures such as earnings from operations of the Company or particular segments thereof, as well as other objective and subjective criteria as determined by the Compensation Committee of the Board of Directors.

*Investment Commitments*

As of February 3, 2018, the Company had an unfunded commitment to invest €4.5 million (\$5.7 million) in a private equity fund. Refer to Note 20 for further information.

*Legal Proceedings*

On May 6, 2009, Gucci America, Inc. filed a complaint in the U.S. District Court for the Southern District of New York against Guess?, Inc. and certain third party licensees for the Company asserting, among other things, trademark and trade dress law violations and unfair competition. The complaint sought injunctive relief, compensatory damages, including treble damages, and certain other relief. Complaints similar to those in the above action have also been filed by Gucci entities against the Company and certain of its subsidiaries in the Court of Milan, Italy, the Intermediate People's Court of Nanjing, China and the Court of Paris, France. The three-week bench trial in the U.S. matter concluded on April 19, 2012, with the court issuing a preliminary ruling on May 21, 2012 and a final ruling on July 19, 2012. Although the plaintiff was seeking compensation in the U.S. matter in the form of damages of \$26 million and an accounting of profits of \$99 million, the final ruling provided for monetary damages of \$2.3 million against the Company and \$2.3 million against certain of its licensees. The court also granted narrow injunctions in favor of the plaintiff for certain of the claimed infringements. On August 20, 2012, the appeal period expired without any party having filed an appeal, rendering the judgment final. On May 2, 2013, the Court of Milan ruled in favor of the Company in the Milan, Italy matter. In the ruling, the Court rejected all of the plaintiff's claims and ordered the cancellation of three of the plaintiff's Italian and four of the plaintiff's European Community trademark registrations. On June 10, 2013, the plaintiff appealed the Court's ruling in the Milan matter. On September 15, 2014,

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

the Court of Appeal of Milan affirmed the majority of the lower Court's ruling in favor of the Company, but overturned the lower Court's finding with respect to an unfair competition claim. That portion of the matter is now in a damages phase based on the ruling. On October 16, 2015, the plaintiff appealed the remainder of the Court of Appeal of Milan's ruling in favor of the Company to the Italian Supreme Court of Cassation. In the China matter, the Intermediate People's Court of Nanjing, China issued a ruling on November 8, 2013 granting an injunction in favor of the plaintiff for certain of the claimed infringements on handbags and small leather goods and awarding the plaintiff statutory damages in the amount of approximately \$80,000. The Company strongly disagreed with the Court's decision and appealed the ruling. On August 31, 2016, the Court of Appeal for the China matter issued a decision in favor of the Company, rejecting all of the plaintiff's claims. In March 2017, the plaintiff petitioned the China Supreme Court for a retrial of the matter. On January 30, 2015, the Court of Paris ruled in favor of the Company in the France matter, rejecting all of the plaintiff's claims and partially canceling two of the plaintiff's community trademark registrations and one of the plaintiff's international trademark registrations. On February 17, 2015, the plaintiff appealed the Court of Paris' ruling. Although the Company believes that it has a strong position with respect to each of the remaining matters, it is unable to predict with certainty whether or not these efforts will ultimately be successful or whether the outcomes will have a material impact on the Company's financial position or results of operations. The parties are currently engaged in settlement discussions with respect to the remaining matters.

The Company has received customs tax assessment notices from the Italian Customs Agency regarding its customs tax audit of one of the Company's European subsidiaries for the period from July 2010 through December 2012. Such assessments totaled €9.8 million (\$12.2 million), including potential penalties and interest. The Company strongly disagrees with the positions that the Italian Customs Agency has taken and therefore filed appeals with the Milan First Degree Tax Court ("MFDTC"). In May 2015, the MFDTC issued a judgment in favor of the Company in relation to the first set of appeals (covering the period through September 2010) and canceled the related assessments totaling €1.7 million (\$2.1 million). In November 2015, the Italian Customs Agency notified the Company of its intent to appeal this first MFDTC judgment. During fiscal 2017, the Appeals Court ruled in favor of the Company and rejected the appeal by the Italian Customs Agency on the first MFDTC judgment. During fiscal 2017, the MFDTC also issued judgments in favor of the Company in relation to the second through seventh set of appeals (covering the period from October 2010 through December 2012) and canceled the related assessments totaling €8.1 million (\$10.1 million). Subsequently, the Italian Customs Agency has appealed the majority of these favorable MFDTC judgments, as well as certain of the Appeals Court judgments. While these MFDTC judgments have been favorable to the Company, there can be no assurances that the Italian Customs Agency will not be successful in its remaining appeals. It also continues to be possible that the Company will receive similar or even larger assessments for periods subsequent to December 2012 or other claims or charges related to the matter in the future. Although the Company believes that it has a strong position and will continue to vigorously defend this matter, it is unable to predict with certainty whether or not these efforts will ultimately be successful or whether the outcome will have a material impact on the Company's financial position or results of operations.

On June 6, 2017, the European Commission notified the Company that it has initiated proceedings to investigate whether certain of the Company's practices and agreements concerning the distribution of apparel and accessories within the European Union breach European Union competition rules related to cross-border transactions, internet sales limitations and resale price restrictions. The initiation of the proceedings does not mean that the European Commission has made a definitive conclusion regarding whether the Company breached any rules. The Company has cooperated and plans to continue to cooperate with the European Commission, including through responses to requests for information and through changes to certain business practices and agreements, as appropriate. If a violation is ultimately found, a broad range of remedies is potentially available to the European Commission, including imposing a fine and/or injunctive relief prohibiting or restricting certain business practices. As of November 6, 2017, the Company and the European Commission agreed to begin a settlement discussion process to determine if the parties can mutually agree on an outcome of the proceedings. Those discussions are still ongoing. At this point, the Company is unable to predict the timing or outcome of these proceedings, including the magnitude of any potential fine. However, the Company does not currently believe that any changes to its business practices or agreements made in connection with this proceeding will have a material impact on its ongoing business operations within the European Union.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The Company is also involved in various other claims and other matters incidental to the Company's business, the resolutions of which are not expected to have a material adverse effect on the Company's financial position or results of operations.

*Redeemable Noncontrolling Interests*

The Company is party to a put arrangement with respect to the common securities that represent the remaining noncontrolling interest for its majority-owned subsidiary, Guess Brasil Comércio e Distribuição S.A. ("Guess Brazil"), which was established through a majority-owned joint venture during fiscal 2014. The put arrangement for Guess Brazil, representing 40% of the total outstanding equity interest of that subsidiary, may be exercised at the discretion of the noncontrolling interest holder by providing written notice to the Company beginning in the sixth year of the agreement, or sooner in certain limited circumstances, and every third anniversary from the end of the sixth year thereafter subject to certain time restrictions. The redemption value of the Guess Brazil put arrangement is based on a multiple of Guess Brazil's earnings before interest, taxes, depreciation and amortization subject to certain adjustments, and is classified as a redeemable noncontrolling interest outside of permanent equity in the Company's consolidated balance sheet. During fiscal 2017, the Company and the noncontrolling interest holder increased their capital contributions by \$1.7 million, of which \$1.0 million was paid by the Company and the remaining amount was paid by the noncontrolling interest holder to retain the same pro-rata interest in Guess Brazil. The carrying value of the redeemable noncontrolling interest related to Guess Brazil was \$1.6 million and \$1.7 million as of February 3, 2018 and January 28, 2017, respectively.

The Company is party to a put arrangement with respect to the common securities that represent the remaining noncontrolling interest for its majority-owned subsidiary, Guess? CIS, LLC ("Guess CIS"), which was established through a majority-owned joint venture during fiscal 2016. The put arrangement for Guess CIS, representing 30% of the total outstanding equity interest of that subsidiary, may be exercised at the discretion of the noncontrolling interest holder by providing written notice to the Company during the period beginning after the fifth anniversary of the agreement through December 31, 2025, or sooner in certain limited circumstances. The redemption value of the Guess CIS put arrangement is based on a multiple of Guess CIS's earnings before interest, taxes, depreciation and amortization subject to certain adjustments and is classified as a redeemable noncontrolling interest outside of permanent equity in the Company's consolidated balance sheet. During fiscal 2016, the Company made an initial contribution of \$2.0 million. During fiscal 2017, the Company and the noncontrolling interest holder increased their capital contributions by \$5.0 million, of which \$3.5 million was paid by the Company and the remaining amount was paid by the noncontrolling interest holder to retain the same pro-rata interest in Guess CIS. During fiscal 2018, the Company and the noncontrolling interest holder made an additional capital contribution totaling \$3.2 million, of which \$2.2 million was paid by the Company and the remaining amount was paid by the noncontrolling interest holder to retain the same pro-rata interest in Guess CIS. The carrying value of the redeemable noncontrolling interest related to Guess CIS was \$4.0 million and \$2.8 million as of February 3, 2018 and January 28, 2017, respectively.

The Company was previously party to a put arrangement in connection with its now wholly-owned subsidiary, Guess Sud SAS ("Guess Sud"). Under the terms of this put arrangement, which represented 40% of the total outstanding interest of that subsidiary, the noncontrolling interest holder had the option to exercise the put arrangement at its discretion by providing written notice to the Company any time after January 30, 2012. The redemption value of the put arrangement was determined based on a method which approximated fair value. During fiscal 2017, the Company acquired the remaining 40% interest in Guess Sud for \$4.4 million.

**GUESS?, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

A reconciliation of the total carrying amount of redeemable noncontrolling interests for fiscal 2018 and fiscal 2017 is as follows (in thousands):

	Year Ended Feb 3, 2018	Year Ended Jan 28, 2017
Beginning balance	\$ 4,452	\$ 5,252
Foreign currency translation adjustment	187	818
Purchase of redeemable noncontrolling interest	—	(4,445)
Noncontrolling interest capital contribution	951	2,157
Redeemable noncontrolling interest redemption value adjustment	—	670
Ending balance	<u>\$ 5,590</u>	<u>\$ 4,452</u>

**(15) Savings Plans**

The Company established the Guess?, Inc. Savings Plan (the “Savings Plan”) under Section 401(k) of the Internal Revenue Code. Under the Savings Plan, employees (“associates”) may contribute up to 100% of their compensation per year subject to the elective limits as defined by IRS guidelines and the Company may make matching contributions in amounts not to exceed 3.0% of the associates’ annual compensation. Investment selections consist of mutual funds and do not include any Company common stock. The Company’s contributions to the Savings Plan amounted to \$1.1 million, \$1.2 million and \$1.3 million for fiscal 2018, fiscal 2017 and fiscal 2016, respectively.

Effective January 1, 2006, the Company adopted a Non-qualified Deferred Compensation Plan (the “DCP”). Under the DCP, select employees who satisfy certain eligibility requirements and members of the Board of Directors may make annual irrevocable elections to defer a portion of their base compensation and/or bonuses. The deferred amounts and earnings thereon are payable to participants at specified future distribution dates, upon termination of employment, retirement, disability, death or change in control of the Company, in a lump sum or installments, pursuant to elections under the rules of the DCP. The participants to the DCP have an unsecured contractual commitment by the Company to pay the amounts due under the DCP. The deferred compensation liability as of February 3, 2018 and January 28, 2017 was \$13.5 million and \$11.2 million, respectively, and was included in accrued expenses and other long-term liabilities in the Company’s consolidated balance sheets depending on the expected timing of payments. The Company has purchased corporate-owned life insurance, which is held in a rabbi trust, to offset this liability. The assets held in the rabbi trust are not available for general corporate purposes except in the event of bankruptcy of the Company. As of February 3, 2018 and January 28, 2017, the long-term asset was \$13.7 million and \$12.0 million, respectively. All earnings and expenses of the rabbi trust are reported in the Company’s consolidated statements of income in other income and expense. For fiscal 2018, fiscal 2017 and fiscal 2016, the Company incurred unrealized gains (losses) of \$1.7 million, \$1.5 million and \$(0.7) million, respectively, related to the change in the value of the insurance policy investments. During fiscal 2016, the Company also recorded realized gains of \$0.3 million in other income resulting from payout on the insurance policies. During fiscal 2016, the Company made contributions of \$1.5 million to the DCP.

**GUESS?, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(16) Quarterly Information (Unaudited)**

The following is a summary of the unaudited quarterly financial information for fiscal 2018 and fiscal 2017 (in thousands, except per share data):

<b>Year Ended February 3, 2018</b>	<b>Quarterly Periods Ended (1)</b>			
	<b>Apr 29, 2017</b>	<b>Jul 29, 2017</b>	<b>Oct 28, 2017</b>	<b>Feb 3, 2018</b>
Net revenue (2)	\$ 454,345	\$ 568,292	\$ 548,953	\$ 792,164
Gross profit	144,642	198,027	191,109	295,070
Net earnings (loss)	(21,227)	15,881	(1,662)	3,107
Net earnings (loss) attributable to Guess?, Inc.	(21,293)	15,219	(2,860)	1,040
Net earnings (loss) per common share attributable to common stockholders: (3) (4) (5) (6)				
Basic	\$ (0.26)	\$ 0.18	\$ (0.04)	\$ 0.01
Diluted	\$ (0.26)	\$ 0.18	\$ (0.04)	\$ 0.01

<b>Year Ended January 28, 2017</b>	<b>Quarterly Periods Ended (1)</b>			
	<b>Apr 30, 2016</b>	<b>Jul 30, 2016</b>	<b>Oct 29, 2016</b>	<b>Jan 28, 2017</b>
Net revenue (2)	\$ 444,061	\$ 540,412	\$ 531,976	\$ 674,004
Gross profit	142,759	185,632	180,242	236,407
Net earnings	(25,154)	32,167	9,729	8,656
Net earnings attributable to Guess?, Inc.	(25,178)	32,269	9,103	6,567
Net earnings per common share attributable to common stockholders: (3) (4) (5) (7) (8) (9)				
Basic	\$ (0.30)	\$ 0.38	\$ 0.11	\$ 0.08
Diluted	\$ (0.30)	\$ 0.38	\$ 0.11	\$ 0.08

- (1) All fiscal quarters presented consisted of 13 weeks with the exception of the quarter ended February 3, 2018 which consisted of 14 weeks.
- (2) During the fourth quarter of fiscal 2018, the Company reclassified net royalties received on the Company's inventory purchases of licensed product from net revenue to cost of product sales. Accordingly, prior period amounts related to net royalties, net revenue and cost of product sales have been adjusted to conform to the current period presentation. This resulted in a decrease to net revenue and cost of product sales of \$4.2 million, \$5.4 million and \$5.2 million during the first, second and third quarters of fiscal 2018, respectively. This also resulted in a decrease to net revenue and cost of product sales of \$4.8 million, \$4.5 million, \$4.3 million and \$5.3 million during the first, second, third and fourth quarters of fiscal 2017, respectively. This reclassification had no impact on previously reported gross profit, net earnings (loss) or net earnings (loss) per share. Refer to Note 1 for further information regarding this reclassification.
- (3) Per common share amounts for the quarters and full years have been calculated separately. Accordingly, quarterly amounts may not add to the annual amount because of differences in the average common shares outstanding during each period.
- (4) The Company recorded net gains (losses) on lease terminations of \$(11.5) million and \$0.1 million during the third and fourth quarters of fiscal 2018, respectively. There were no net gains (losses) on lease terminations recognized during the first or second quarters of fiscal 2018. During the first and second quarters of fiscal 2017, the Company recorded net gains on lease terminations of \$0.1 million and \$0.6 million, respectively. There were no net gains (losses) on lease terminations recognized during the third or fourth quarters of fiscal 2017. Refer to Note 1 for further information regarding net gains (losses) on lease terminations.

**GUESS?, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

- (5) During each of the periods presented, the Company recognized asset impairment charges for certain retail locations resulting from under-performance and expected store closures. The Company recorded asset impairment charges of \$2.8 million, \$1.2 million, \$2.0 million and \$2.5 million, respectively, during the first, second, third and fourth quarters of fiscal 2018. The Company also recorded asset impairment charges of \$0.2 million, \$0.5 million, \$0.8 million and \$32.9 million, respectively, during the first, second, third and fourth quarters of fiscal 2017. Refer to Note 5 for further detail regarding asset impairment charges.
- (6) During fiscal 2018, the Company recognized additional tax expense of \$47.9 million related to the enactment of the Tax Reform. This is comprised of a \$24.9 million charge for the provisional re-measurement of certain deferred taxes and related amounts and a provisional charge of \$23.0 million to income tax expense for the estimated effects of the transitional tax on the deemed repatriation of foreign earnings. These charges were recorded during the fourth quarter of fiscal 2018. Refer to Note 11 for further detail.
- (7) During fiscal 2017, the Company recorded restructuring charges of \$6.1 million and a related estimated exit tax charge of approximately \$1.9 million. The restructuring charges and related estimated exit tax charge were recorded during the three months ended April 30, 2016. Refer to Note 9 for further detail regarding these charges.
- (8) During fiscal 2017, the Company sold its minority interest equity holding in a privately-held boutique apparel company for net proceeds of approximately \$34.8 million, which resulted in a gain of approximately \$22.3 million which was recorded in other income. The gain was recorded during the three months ended July 30, 2016.
- (9) During fiscal 2017, the Company recorded valuation reserves of \$6.8 million resulting from jurisdictions where there have been cumulative net operating losses, limiting the Company's ability to consider other subjective evidence to continue to recognize the existing deferred tax assets. The Company recorded the valuation reserve during the three months ended January 28, 2017. Refer to Note 11 for further detail.

**(17) Segment Information**

The Company's reportable business segments and respective accounting policies of the segments are the same as those described in Note 1. Management evaluates segment performance based primarily on revenues and earnings (loss) from operations before corporate performance-based compensation costs, net gains (losses) from lease terminations, asset impairment charges and restructuring charges, if any. Corporate overhead, net gains (losses) from lease terminations, asset impairment charges, restructuring charges, interest income, interest expense and other income and expense are evaluated on a consolidated basis and not allocated to the Company's business segments.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Segment information is summarized as follows (in thousands):

	Year Ended Feb 3, 2018 (1)	Year Ended Jan 28, 2017 (1)	Year Ended Jan 30, 2016 (1)
<b>Net revenue:</b>			
Americas Retail	\$ 833,077	\$ 935,479	\$ 981,942
Americas Wholesale (2)	150,366	146,260	155,594
Europe (2)	998,657	788,194	722,877
Asia (2)	308,899	248,601	240,041
Licensing (3)	72,755	71,919	84,041
Total net revenue (3)	<u>\$ 2,363,754</u>	<u>\$ 2,190,453</u>	<u>\$ 2,184,495</u>
<b>Earnings (loss) from operations:</b>			
Americas Retail (2)	\$ (17,301)	\$ (22,816)	\$ 18,414
Americas Wholesale (2)	25,161	24,190	29,579
Europe (2)	87,376	56,961	53,673
Asia (2)	14,116	(2,381)	10,309
Licensing (2)	78,102	80,386	92,189
Total segment earnings from operations	187,454	136,340	204,164
Corporate overhead (2)	(102,429)	(73,859)	(82,864)
Net gains (losses) on lease terminations (2) (4)	(11,373)	695	2,337
Asset impairment charges (2) (5)	(8,479)	(34,385)	(2,287)
Restructuring charges (6)	—	(6,083)	—
Total earnings from operations	<u>\$ 65,173</u>	<u>\$ 22,708</u>	<u>\$ 121,350</u>
<b>Capital expenditures:</b>			
Americas Retail	\$ 16,899	\$ 25,881	\$ 26,384
Americas Wholesale	1,303	3,320	2,854
Europe	46,419	42,080	13,869
Asia	12,111	13,869	6,265
Licensing	—	20	27
Corporate overhead	7,923	5,411	34,445
Total capital expenditures	<u>\$ 84,655</u>	<u>\$ 90,581</u>	<u>\$ 83,844</u>
		<b>Feb 3, 2018</b>	<b>Jan 28, 2017</b>
<b>Total assets:</b>			
Americas Retail		\$ 192,917	\$ 240,857
Americas Wholesale		181,548	175,136
Europe		850,886	723,251
Asia		242,232	182,405
Licensing		6,255	19,442
Corporate overhead		181,796	193,395
Total assets		<u>\$ 1,655,634</u>	<u>\$ 1,534,485</u>

- (1) The Company operates on a 52/53-week fiscal year calendar, which ends on the Saturday nearest to January 31 of each year. The results for fiscal 2018 included the impact of an additional week which occurred during the fourth quarter ended February 3, 2018.
- (2) During fiscal 2018, net revenue and related costs and expenses for certain globally serviced customers were reclassified into the segment primarily responsible for the relationship. Segment results were also adjusted to exclude corporate performance-based compensation costs, net gains (losses) on lease terminations and asset impairment charges due to the fact that these items are no longer included in the segment results provided to the Company's chief operating decision maker in order to allocate resources and assess performance. Accordingly, segment results have been adjusted for fiscal 2017 and fiscal 2016 to conform to the current period presentation.

**GUESS?, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

- (3) During the fourth quarter of fiscal 2018, the Company reclassified net royalties received on the Company's inventory purchases of licensed product from net revenue to cost of product sales. Accordingly, net revenue has been adjusted for fiscal 2017 and fiscal 2016 to conform to the current period presentation. This reclassification had no impact on previously reported earnings from operations.
- (4) During fiscal 2018, the Company incurred net losses on lease terminations related primarily to the modification of certain lease agreements held with a common landlord in North America. During fiscal 2017 and fiscal 2016, the Company recorded net gains on lease terminations related primarily to the early termination of certain lease agreements in Europe. Refer to Note 1 for more information regarding the net gains (losses) on lease terminations.
- (5) During each of the years presented, the Company recognized asset impairment charges for certain retail locations resulting from under-performance and expected store closures. Refer to Note 5 for more information regarding these asset impairment charges.
- (6) Restructuring charges incurred during fiscal 2017 related to plans to better align the Company's global cost and organizational structure with its current strategic initiatives. Refer to Note 9 for more information regarding these restructuring charges.

The table below presents information regarding geographic areas in which the Company operated. Net revenue is classified primarily based on the country where the Company's customer is located (in thousands):

	Year Ended Feb 3, 2018	Year Ended Jan 28, 2017 (1)	Year Ended Jan 30, 2016 (1)
<b>Net revenue:</b>			
U.S.	\$ 742,620	\$ 836,954	\$ 892,056
Italy	289,299	257,542	245,451
Canada	203,965	220,720	222,470
South Korea	156,101	157,503	162,200
Other foreign countries	971,769	717,734	662,318
Total net revenue	<u>\$ 2,363,754</u>	<u>\$ 2,190,453</u>	<u>\$ 2,184,495</u>

	Feb 3, 2018	Jan 28, 2017
<b>Long-lived assets:</b>		
U.S.	\$ 109,943	\$ 115,728
Italy	34,884	31,013
Canada	18,845	13,690
South Korea	9,584	8,664
Other foreign countries	187,214	132,921
Total long-lived assets	<u>\$ 360,470</u>	<u>\$ 302,016</u>

- (1) During the fourth quarter of fiscal 2018, the Company reclassified net royalties received on the Company's inventory purchases of licensed product from net revenue to cost of product sales. Accordingly, net revenue by geographic area has been adjusted for fiscal 2017 and fiscal 2016 to conform to the current period presentation.

**GUESS?, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(18) Earnings (Loss) Per Share**

The computation of basic and diluted net earnings (loss) per common share attributable to common stockholders is as follows (in thousands, except per share data):

	<u>Year Ended</u> <u>Feb 3, 2018</u>	<u>Year Ended</u> <u>Jan 28, 2017</u>	<u>Year Ended</u> <u>Jan 30, 2016</u>
Net earnings (loss) attributable to Guess?, Inc.	\$ (7,894)	\$ 22,761	\$ 81,851
Less net earnings attributable to nonvested restricted stockholders	764	527	532
Net earnings (loss) attributable to common stockholders	<u>\$ (8,658)</u>	<u>\$ 22,234</u>	<u>\$ 81,319</u>
Weighted average common shares used in basic computations	82,189	83,666	84,264
Effect of dilutive securities:			
Stock options and restricted stock units (1)	—	163	261
Weighted average common shares used in diluted computations	<u>82,189</u>	<u>83,829</u>	<u>84,525</u>
Net earnings (loss) per common share attributable to common stockholders:			
Basic	\$ (0.11)	\$ 0.27	\$ 0.97
Diluted	\$ (0.11)	\$ 0.27	\$ 0.96

(1) For fiscal 2018, there were 652,494 potentially dilutive shares that were not included in the computation of diluted weighted average common shares and common equivalent shares outstanding because their effect would have been antidilutive given the Company's net loss.

For fiscal 2018, fiscal 2017 and fiscal 2016, equity awards granted for 2,925,549, 3,254,259 and 2,737,573, respectively, of the Company's common shares were outstanding but were excluded from the computation of diluted weighted average common shares and common equivalent shares outstanding because the assumed proceeds, as calculated under the treasury stock method, resulted in these awards being antidilutive. For fiscal 2018, the Company also excluded 899,345 nonvested stock units which were subject to the achievement of performance-based vesting conditions from the computation of diluted weighted average common shares and common equivalent shares outstanding because these conditions were not achieved as of February 3, 2018. For fiscal 2017, the Company excluded 473,878 nonvested stock units which were subject to the achievement of performance-based or market-based vesting conditions from the computation of diluted weighted average common shares and common equivalent shares outstanding because these conditions were not achieved as of January 28, 2017. For fiscal 2016, the Company did not exclude any nonvested stock units which were subject to the achievement of performance-based or market-based vesting conditions from the computation of diluted weighted average common shares and common equivalent shares outstanding since these conditions were achieved as of January 30, 2016.

**GUESS?, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(19) Share-Based Compensation**

*Share-Based Compensation Plans*

The Company has four share-based compensation plans. The Guess?, Inc. 2004 Equity Incentive Plan (the “Plan”) provides that the Board of Directors may grant stock options and other equity awards to officers, key employees and certain consultants and advisors to the Company or any of its subsidiaries. Effective May 19, 2017, the Plan was amended to increase the authorized issuance of shares from 15,000,000 shares of common stock to 29,100,000 shares of common stock. In addition, the amendment provided that awards granted on or after May 1, 2017 (other than stock options or stock appreciation rights) would be counted against the number of shares available to be issued under the Plan as 3.54 shares for every one share actually issued. The amendment also extended the term through May 19, 2027 and extended the Company’s ability to grant certain performance-based awards under the Plan through the first annual meeting of the Company’s shareholders in calendar 2022. As of February 3, 2018 and January 28, 2017, there were 15,350,428 and 4,092,241 shares available for grant under the Plan, respectively. Stock options granted under the Plan have ten-year terms and typically vest and become fully exercisable in increments of one-fourth of the shares granted on each anniversary from the date of grant. Stock awards/units granted under the Plan typically vest in increments of one-fourth of the shares granted on each anniversary from the date of grant. The three most recent annual grants for stock options and other equity awards had initial vesting periods of nine months followed by three annual vesting periods.

The Guess?, Inc. Employee Stock Purchase Plan (“ESPP”) allows qualified employees to participate in the purchase of designated shares of the Company’s common stock at a price equal to 85% of the lower of the closing price at the beginning or end of each quarterly stock purchase period.

The Guess?, Inc. 2006 Non-Employee Directors’ Stock Grant and Stock Option Plan (the “Director Plan”) provides for the grant of equity awards to non-employee directors. Effective May 20, 2016, the Director Plan was amended to extend the term through June 30, 2026, reduce the authorized issuance of shares from 2,000,000 shares of common stock to 1,850,000 shares of common stock and allow more flexibility to structure compensation arrangements for the Company’s non-employee directors. All other remaining provisions under the Director Plan remained in full force and effect. As of February 3, 2018 and January 28, 2017, there were 495,489 and 582,639 shares available for grant under this plan, respectively.

In addition, the Guess?, Inc. 1996 Equity Incentive Plan, under which equity grants have not been permitted since the approval of the Plan in 2004, continues to govern outstanding awards previously made thereunder.

*Performance-Based Awards*

The Company has granted certain nonvested units that require certain minimum performance targets to be achieved in order for these awards to vest. Vesting is also subject to continued service requirements through the vesting date. If the minimum performance targets are not forecasted to be achieved, no expense is recognized during the period.

The Company has granted certain nonvested stock units subject to performance-based vesting conditions to select executive officers. Each award of nonvested stock units generally has an initial vesting period from the date of the grant through either (i) the end of the first fiscal year or (ii) the first anniversary of the date of grant, followed by annual vesting periods which may range from two-to-three years. The nonvested stock units are subject to the achievement of certain performance-based vesting conditions.

The Company has also granted a target number of nonvested stock units to select key management, including certain executive officers. The number of shares that may ultimately vest with respect to each award may range from 0% up to 200% of the target number of shares, subject to the achievement of certain performance-based vesting conditions. Any shares that are ultimately issued are scheduled to vest at the end of the third fiscal year following the grant date.

*Market-Based Awards*

The Company has granted certain nonvested stock units which are subject to market-based performance targets in order for these units to vest. Vesting is also subject to continued service requirements through the vesting date.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The grant date fair value for such nonvested stock units was estimated using a Monte Carlo simulation that incorporates option-pricing inputs covering the period from the grant date through the end of the performance period. Compensation expense for such nonvested stock units is recognized on a straight-line basis over the vesting period, regardless of whether the market condition is satisfied.

The Company has granted certain nonvested stock units subject to market-based vesting conditions to select executive officers. The number of shares that may ultimately vest will equal 0% to 150% of the target number of shares, subject to the performance of the Company's total stockholder return ("TSR") relative to the TSR of a select group of peer companies over a three-year period.

*Contingently Returnable Restricted Stock Awards*

On July 7, 2015, the Company granted Victor Herrero, the Company's Chief Executive Officer, 150,000 restricted stock units in addition to certain other stock options and nonvested stock units in connection with an employment agreement entered into between the Company and Mr. Herrero (the "Herrero Employment Agreement"). These restricted stock units vested immediately but were considered contingently returnable as a result of a one-year implied service condition set forth in the Herrero Employment Agreement. This service condition was met during the year ended January 28, 2017. Compensation expense for these restricted stock units was recognized on a straight-line basis over the implied service period.

*Share-Based Compensation Expense*

Compensation expense for nonvested stock options and stock awards/units that are not subject to performance-based vesting conditions is recognized on a straight-line basis over the vesting period. Compensation expense for performance-based awards that vest in increments is recognized based on an accelerated attribution method. During fiscal 2018, the Company adopted authoritative guidance which eliminates the requirement to estimate forfeitures, but rather provides for an election that would allow entities to account for forfeitures as they occur. The Company adopted this election using the modified retrospective method and recorded a cumulative adjustment to reduce retained earnings by approximately \$0.3 million as of the beginning of the period of adoption.

The following table summarizes the share-based compensation expense recognized under all of the Company's stock plans during fiscal 2018, fiscal 2017 and fiscal 2016 (in thousands):

	<b>Year Ended</b> <b>Feb 3, 2018</b>	<b>Year Ended</b> <b>Jan 28, 2017</b>	<b>Year Ended</b> <b>Jan 30, 2016</b>
Stock options	\$ 2,345	\$ 2,219	\$ 2,113
Stock awards/units	16,347	14,544	16,604
ESPP	160	145	163
Total share-based compensation expense	<u>\$ 18,852</u>	<u>\$ 16,908</u>	<u>\$ 18,880</u>

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Stock options**

The following table summarizes the stock option activity under all of the Company's stock plans during fiscal 2018:

	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value (\$000's)
Options outstanding at January 28, 2017	2,857,012	\$ 24.30		
Granted	1,283,175	11.22		
Exercised	(123,775)	11.22		
Forfeited	(88,625)	25.39		
Expired	(15,375)	41.14		
Options outstanding at February 3, 2018	3,912,412	\$ 20.33	4.79	\$ 3,930
Exercisable at February 3, 2018	2,232,456	\$ 24.56	6.52	\$ 668
Options exercisable and expected to vest at February 3, 2018	3,912,412	\$ 20.33	4.79	\$ 3,930

The fair value of each stock option was estimated on the grant date using the Black-Scholes option-pricing model with the following weighted average assumptions used for grants during fiscal 2018, fiscal 2017 and fiscal 2016:

<b>Valuation Assumptions</b>	<b>Year Ended Feb 3, 2018</b>	<b>Year Ended Jan 28, 2017</b>	<b>Year Ended Jan 30, 2016</b>
Risk-free interest rate	1.5%	1.0%	1.0%
Expected stock price volatility	37.1%	35.4%	36.7%
Expected dividend yield	8.0%	4.8%	4.7%
Expected life of stock options (in years)	4.4	4.2	3.8

The risk-free interest rate is based on the U.S. Treasury yield curve in effect for the expected term of the option at the time of grant. The expected stock price volatility is determined based on an average of both historical volatility and implied volatility. Implied volatility is derived from exchange traded options on the Company's common stock. The expected dividend yield is based on the Company's history and expectations of dividend payouts. The expected life is determined based on historical trends.

The weighted average grant date fair value of options granted was \$1.57, \$3.53 and \$3.75 during fiscal 2018, fiscal 2017 and fiscal 2016, respectively. The total intrinsic value of stock options exercised was \$0.7 million during fiscal 2018 and minimal during fiscal 2017. During fiscal 2016, the total intrinsic value of stock options exercised was \$0.1 million. The intrinsic value of stock options is defined as the difference between the Company's stock price on the exercise date and the grant date exercise price. The total cash received from option exercises was \$1.4 million, \$0.2 million and \$0.3 million during fiscal 2018, fiscal 2017 and fiscal 2016, respectively.

The compensation expense included in SG&A expense recognized was \$2.3 million before the recognized income tax benefit of \$0.8 million during fiscal 2018. As of February 3, 2018, there was approximately \$3.7 million of unrecognized compensation cost related to nonvested stock options. This cost is expected to be recognized over a weighted average period of 1.5 years. The excess tax shortfall included in cash flows from operating activities related to stock option activity was minimal for fiscal 2018.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Stock awards/units**

The following table summarizes the nonvested stock awards/units activity under all of the Company's stock plans during fiscal 2018:

	Number of Awards/Units	Weighted Average Grant Date Fair Value
Nonvested at January 28, 2017	1,686,204	\$ 18.80
Granted	1,969,619	11.41
Vested	(1,052,796)	17.52
Forfeited	(138,461)	14.94
Nonvested at February 3, 2018	<u>2,464,566</u>	<u>\$ 13.66</u>

The following table summarizes the activity for nonvested performance-based units and nonvested market-based units included in the table above during fiscal 2018:

	Performance-Based Units		Market-Based Units	
	Number of Units	Weighted Average Grant Date Fair Value	Number of Units	Weighted Average Grant Date Fair Value
Nonvested at January 28, 2017	787,849	\$ 19.17	323,825	\$ 16.63
Granted	818,416	11.17	309,118	12.03
Vested	(290,645)	19.85	(244,466)	17.72
Forfeited	(14,699)	16.60	—	—
Nonvested at February 3, 2018	<u>1,300,921</u>	<u>\$ 14.01</u>	<u>388,477</u>	<u>\$ 12.28</u>

The fair value of each market-based nonvested stock unit was estimated on the grant date using the Monte Carlo simulation with the following assumptions used for the grants during fiscal 2018, fiscal 2017 and fiscal 2016:

<u>Valuation Assumptions</u>	Year Ended Feb 3, 2018	Year Ended Jan 28, 2017	Year Ended Jan 30, 2016
Risk-free interest rate	1.4%	0.9%	0.9%
Expected stock price volatility	39.7%	36.2%	38.6%
Expected dividend yield	—%	—%	—%
Expected life of market-based awards (in years)	2.8	2.8	2.8

The weighted average grant date fair value for the total nonvested stock awards/units granted was \$11.41, \$18.01 and \$18.79 during fiscal 2018, fiscal 2017 and fiscal 2016, respectively. The total fair value at grant date of previously nonvested stock awards/units that were vested during fiscal 2018, fiscal 2017 and fiscal 2016 was \$18.4 million, \$14.7 million and \$14.0 million, respectively. During fiscal 2018, fiscal 2017 and fiscal 2016, the total intrinsic value of nonvested stock awards/units that vested was \$12.6 million, \$9.4 million and \$11.0 million, respectively. The total intrinsic value of nonvested stock awards/units outstanding and unvested as of February 3, 2018 was \$36.0 million.

The compensation expense included in SG&A expense recognized during fiscal 2018 was \$16.3 million before the recognized income tax benefit of \$5.6 million. As of February 3, 2018, there was approximately \$26.9 million of total unrecognized compensation cost related to nonvested stock awards/units. This cost is expected to be recognized over a weighted average period of 1.6 years. The excess tax shortfall of \$1.3 million related to stock award/unit activity was included in cash flows from operating activities for fiscal 2018.

**ESPP**

The Company's ESPP allows qualified employees (as defined) to participate in the purchase of designated shares of the Company's common stock at a price equal to 85% of the lower of the closing price at the beginning or

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end of each quarterly stock purchase period. The ESPP requires participants to hold any shares purchased under the ESPP for a minimum period of six months after purchase. In addition, all Company employees are subject to the terms of the Company's securities trading policy which generally prohibits the purchase or sale of any Company securities during the two weeks before the end of each fiscal quarter through two days after the public announcement by the Company of its earnings for that period. The Company has 4,000,000 shares of common stock registered under the ESPP. The Company's ESPP will remain in effect through March 11, 2022.

During fiscal 2018, fiscal 2017 and fiscal 2016, 54,300 shares, 44,486 shares and 40,846 shares of the Company's common stock were issued pursuant to the ESPP at an average price of \$10.45, \$12.56 and \$16.17 per share, respectively.

The fair value of stock compensation expense associated with the Company's ESPP was estimated on the date of grant using the Black-Scholes option-pricing valuation model with the following weighted average assumptions used for grants during fiscal 2018, fiscal 2017 and fiscal 2016.

<u>Valuation Assumptions</u>	<u>Year Ended</u> <u>Feb 3, 2018</u>	<u>Year Ended</u> <u>Jan 28, 2017</u>	<u>Year Ended</u> <u>Jan 30, 2016</u>
Risk-free interest rate	1.0%	0.3%	0.1%
Expected stock price volatility	45.8%	41.1%	34.9%
Expected dividend yield	7.6%	6.2%	4.7%
Expected life of ESPP options (in months)	3	3	3

The weighted average grant date fair value of ESPP options granted during fiscal 2018, fiscal 2017 and fiscal 2016 was \$2.85, \$3.32 and \$4.06, respectively.

**(20) Fair Value Measurements**

Authoritative guidance defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The guidance establishes a fair value hierarchy, which prioritizes the inputs used in measuring fair value into three broad levels as follows:

Level 1—Inputs are unadjusted quoted prices in active markets for identical assets or liabilities that can be accessed at the measurement date.

Level 2—Inputs include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (i.e. interest rates, yield curves, etc.) and inputs that are derived principally from or corroborated by observable market data by correlation or other means (market corroborated inputs).

Level 3—Unobservable inputs that reflect assumptions about what market participants would use in pricing the asset or liability. These inputs would be based on the best information available, including the Company's own data.

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The following table presents the fair value hierarchy for those assets and liabilities measured at fair value on a recurring basis as of February 3, 2018 and January 28, 2017 (in thousands):

Recurring Fair Value Measures	Fair Value Measurements at Feb 3, 2018				Fair Value Measurements at Jan 28, 2017			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
<b>Assets:</b>								
Foreign exchange currency contracts	\$ —	\$ 51	\$ —	\$ 51	\$ —	\$ 9,868	\$ —	\$ 9,868
Interest rate swap	—	1,460	—	1,460	—	876	—	876
<b>Total</b>	<b>\$ —</b>	<b>\$ 1,511</b>	<b>\$ —</b>	<b>\$ 1,511</b>	<b>\$ —</b>	<b>\$ 10,744</b>	<b>\$ —</b>	<b>\$ 10,744</b>
<b>Liabilities:</b>								
Foreign exchange currency contracts	\$ —	\$ 18,089	\$ —	\$ 18,089	\$ —	\$ 1,424	\$ —	\$ 1,424
Deferred compensation obligations	—	13,476	—	13,476	—	11,184	—	11,184
<b>Total</b>	<b>\$ —</b>	<b>\$ 31,565</b>	<b>\$ —</b>	<b>\$ 31,565</b>	<b>\$ —</b>	<b>\$ 12,608</b>	<b>\$ —</b>	<b>\$ 12,608</b>

There were no transfers of financial instruments between the three levels of fair value hierarchy during fiscal 2018 and fiscal 2017.

Foreign exchange currency contracts are entered into by the Company principally to hedge the future payment of inventory and intercompany transactions by non-U.S. subsidiaries. Periodically, the Company may also use foreign exchange currency contracts to hedge the translation and economic exposures related to its net investments in certain of its international subsidiaries. The fair values of the Company's foreign exchange currency contracts are based on quoted foreign exchange forward rates at the reporting date. The fair values of the interest rate swaps are based upon inputs corroborated by observable market data. Deferred compensation obligations to employees are adjusted based on changes in the fair value of the underlying employee-directed investments. Fair value of these obligations is based upon inputs corroborated by observable market data.

During fiscal 2018, the Company invested €0.5 million (\$0.5 million) in a private equity fund, which was included in other assets in the Company's consolidated balance sheet as of February 3, 2018. As permitted in accordance with authoritative guidance, the Company uses net asset value per share as a practical expedient to measure the fair value of this investment and has not included this investment in the fair value hierarchy as disclosed above. As of February 3, 2018, the Company had an unfunded commitment to invest an additional €4.5 million (\$5.7 million) in the private equity fund.

The carrying amount of the Company's remaining financial instruments, which principally include cash and cash equivalents, trade receivables, accounts payable and accrued expenses, approximates fair value due to the relatively short maturity of such instruments. The fair values of the Company's debt instruments (see Note 8) are based on the amount of future cash flows associated with each instrument discounted using the Company's incremental borrowing rate. As of February 3, 2018 and January 28, 2017, the carrying value of all financial instruments was not materially different from fair value, as the interest rates on the Company's debt approximated rates currently available to the Company.

**(21) Derivative Financial Instruments**

*Hedging Strategy*

*Foreign Exchange Currency Contracts*

The Company operates in foreign countries, which exposes it to market risk associated with foreign currency exchange rate fluctuations. The Company has entered into certain forward contracts to hedge the risk of foreign currency rate fluctuations. The Company has elected to apply the hedge accounting rules in accordance with authoritative guidance for certain of these hedges.

The Company's primary objective is to hedge the variability in forecasted cash flows due to the foreign currency risk. Various transactions that occur primarily in Europe, Canada, South Korea, China and Mexico are denominated in U.S. dollars, British pounds and Russian roubles and thus are exposed to earnings risk as a result of exchange rate fluctuations when converted to their functional currencies. These types of transactions include U.S. dollar

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denominated purchases of merchandise and U.S. dollar and British pound denominated intercompany liabilities. In addition, certain operating expenses, tax liabilities and pension-related liabilities are denominated in Swiss francs and are exposed to earnings risk as a result of exchange rate fluctuations when converted to the functional currency. The Company enters into derivative financial instruments, including forward exchange currency contracts, to offset some but not all of the exchange risk on certain of these anticipated foreign currency transactions.

Periodically, the Company may also use foreign exchange currency contracts to hedge the translation and economic exposures related to its net investments in certain of its international subsidiaries.

*Interest Rate Swap Agreements*

The Company is exposed to interest rate risk on its floating-rate debt. The Company has entered into interest rate swap agreements to effectively convert its floating-rate debt to a fixed-rate basis. The principal objective of these contracts is to eliminate or reduce the variability of the cash flows in interest payments associated with the Company's floating-rate debt, thus reducing the impact of interest rate changes on future interest payment cash flows. The Company has elected to apply the hedge accounting rules in accordance with authoritative guidance for certain of these contracts. Refer to Note 8 for further information.

The impact of the credit risk of the counterparties to the derivative contracts is considered in determining the fair value of the foreign exchange currency contracts and interest rate swap agreements. As of February 3, 2018, credit risk has not had a significant effect on the fair value of the Company's foreign exchange currency contracts and interest rate swap agreements.

*Hedge Accounting Policy*

*Foreign Exchange Currency Contracts*

U.S. dollar forward contracts are used to hedge forecasted merchandise purchases over specific months. Changes in the fair value of these U.S. dollar forward contracts, designated as cash flow hedges, are recorded as a component of accumulated other comprehensive income (loss) within stockholders' equity and are recognized in cost of product sales in the period which approximates the time the hedged merchandise inventory is sold. The Company also hedges forecasted intercompany royalties over specific months. Changes in the fair value of these U.S. dollar forward contracts, designated as cash flow hedges, are recorded as a component of accumulated other comprehensive income (loss) within stockholders' equity and are recognized in other income and expense in the period in which the royalty expense is incurred.

The Company has also used U.S. dollar forward contracts to hedge the net investments of certain of the Company's international subsidiaries over specific months. Changes in the fair value of these U.S. dollar forward contracts, designated as net investment hedges, are recorded in foreign currency translation adjustment as a component of accumulated other comprehensive income (loss) within stockholders' equity and are not recognized in earnings (loss) until the sale or liquidation of the hedged net investment.

The Company also has foreign exchange currency contracts that are not designated as hedging instruments for accounting purposes. Changes in fair value of foreign exchange currency contracts not designated as hedging instruments are reported in net earnings (loss) as part of other income and expense.

*Interest Rate Swap Agreements*

Interest rate swap agreements are used to hedge the variability of the cash flows in interest payments associated with the Company's floating-rate debt. Changes in the fair value of interest rate swap agreements designated as cash flow hedges are recorded as a component of accumulated other comprehensive income (loss) within stockholders' equity and are amortized to interest expense over the term of the related debt.

Periodically, the Company may also enter into interest rate swap agreements that are not designated as hedging instruments for accounting purposes. Changes in the fair value of interest rate swap agreements not designated as hedging instruments are reported in net earnings (loss) as part of other income and expense.

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*Summary of Derivative Instruments*

The fair value of derivative instruments in the consolidated balance sheets as of February 3, 2018 and January 28, 2017 is as follows (in thousands):

	<b>Derivative Balance Sheet Location</b>	<b>Fair Value at Feb 3, 2018</b>	<b>Fair Value at Jan 28, 2017</b>
<b>ASSETS:</b>			
Derivatives designated as hedging instruments:			
Cash flow hedges:			
	Other current assets/ Other assets	\$ 41	\$ 6,072
Foreign exchange currency contracts			
Interest rate swap	Other assets	1,460	876
Total derivatives designated as hedging instruments		1,501	6,948
Derivatives not designated as hedging instruments:			
	Other current assets/ Other assets	10	3,796
Foreign exchange currency contracts			
Total		<u>\$ 1,511</u>	<u>\$ 10,744</u>
<b>LIABILITIES:</b>			
Derivatives designated as hedging instruments:			
Cash flow hedges:			
	Accrued expenses/ Other long-term liabilities	\$ 13,789	\$ 1,250
Foreign exchange currency contracts			
Derivatives not designated as hedging instruments:			
Foreign exchange currency contracts	Accrued expenses	4,300	174
Total		<u>\$ 18,089</u>	<u>\$ 1,424</u>

*Derivatives Designated as Hedging Instruments*

*Foreign Exchange Currency Contracts Designated as Cash Flow Hedges*

During fiscal 2018, the Company purchased U.S. dollar forward contracts in Europe and Canada totaling US\$147.6 million and US\$25.7 million, respectively, that were designated as cash flow hedges. As of February 3, 2018, the Company had forward contracts outstanding for its European and Canadian operations of US\$145.8 million and US\$38.7 million, respectively, to hedge forecasted merchandise purchases and intercompany royalties, which are expected to mature over the next 17 months. At January 28, 2017, the Company had forward contracts outstanding for its European and Canadian operations of US\$104.2 million and US\$66.9 million, respectively, that were designated as cash flow hedges.

As of February 3, 2018, accumulated other comprehensive income (loss) related to foreign exchange currency contracts included a net unrealized loss of approximately \$15.5 million, net of tax, of which \$10.0 million will be recognized in cost of product sales or other expense over the following 12 months, at the then current values on a pre-tax basis, which can be different than the current year-end values.

*Interest Rate Swap Agreement Designated as Cash Flow Hedge*

During fiscal 2017, the Company entered into an interest rate swap agreement with a notional amount of \$21.5 million, designated as a cash flow hedge, to hedge the variability of cash flows in interest payments associated with the Company's floating-rate debt. This interest rate swap agreement matures in January 2026 and converts the nature of the Company's real estate secured term loan from LIBOR floating-rate debt to fixed-rate debt, resulting in a swap fixed rate of approximately 3.06%.

As of February 3, 2018, accumulated other comprehensive income (loss) related to the interest rate swap agreement included a net unrealized gain of approximately \$1.1 million, net of tax, which will be recognized in interest expense after the following 12 months, at the then current values on a pre-tax basis, which can be different than the current year-end values.

**GUESS?, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following table summarizes the gains (losses) before taxes recognized on the derivative instruments designated as cash flow hedges in accumulated other comprehensive income (loss) and net earnings (loss) for fiscal 2018, fiscal 2017 and fiscal 2016 (in thousands):

	Gain (Loss) Recognized in OCI	Location of Gain (Loss) Reclassified from Accumulated OCI into Loss (1)	Gain (Loss) Reclassified from Accumulated OCI into Loss	Loss Reclassified from Accumulated OCI to Retained Earnings (2)
	Year Ended Feb 3, 2018		Year Ended Feb 3, 2018	Year Ended Feb 3, 2018
<b>Derivatives designated as cash flow hedges:</b>				
Foreign exchange currency contracts	\$ (22,497)	Cost of product sales	\$ 14	\$ —
Foreign exchange currency contracts	\$ (1,163)	Other income/expense	\$ (583)	\$ —
Interest rate swap	\$ 272	Interest expense	\$ (87)	\$ (225)

	Gain Recognized in OCI	Location of Gain (Loss) Reclassified from Accumulated OCI into Earnings (1)	Gain (Loss) Reclassified from Accumulated OCI into Earnings
	Year Ended Jan 28, 2017		Year Ended Jan 28, 2017
<b>Derivatives designated as cash flow hedges:</b>			
Foreign exchange currency contracts	\$ —	Cost of product sales	\$ 3,518
Foreign exchange currency contracts	\$ 227	Other income/expense	\$ 301
Interest rate swap	\$ 660	Interest expense	\$ (216)

	Gain Recognized in OCI	Location of Gain Reclassified from Accumulated OCI into Earnings (1)	Gain Reclassified from Accumulated OCI into Earnings
	Year Ended Jan 30, 2016		Year Ended Jan 30, 2016
<b>Derivatives designated as cash flow hedges:</b>			
Foreign exchange currency contracts	\$ 9,301	Cost of product sales	\$ 8,314
Foreign exchange currency contracts	\$ 500	Other income/expense	\$ 833

- (1) The Company recognized gains of \$2.7 million, \$0.9 million and \$0.1 million resulting from the ineffective portion related to foreign exchange currency contracts in interest income during fiscal 2018, fiscal 2017 and fiscal 2016, respectively. There was no ineffectiveness recognized related to the interest rate swap during fiscal 2018 and fiscal 2017.
- (2) During the fourth quarter of fiscal 2018, the Company early adopted authoritative guidance which addresses certain stranded income tax effects in accumulated other comprehensive income (loss) resulting from the Tax Reform enacted in December 2017. As a result, the Company recorded a cumulative adjustment to reduce retained earnings by \$0.2 million with a corresponding increase to accumulated other comprehensive income (loss) related to the Company's interest rate swap designated as a cash flow hedge.

**GUESS?, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following table summarizes net after-tax derivative activity recorded in accumulated other comprehensive income (loss) (in thousands):

	Year Ended Feb 3, 2018	Year Ended Jan 28, 2017
Beginning balance gain	\$ 5,400	\$ 7,252
Net gains (losses) from changes in cash flow hedges	(20,408)	1,059
Net (gains) losses reclassified to earnings (loss)	414	(2,911)
Net losses reclassified to retained earnings (1)	225	—
Ending balance gain (loss)	\$ (14,369)	\$ 5,400

- (1) During the fourth quarter of fiscal 2018, the Company early adopted authoritative guidance which addresses certain stranded income tax effects in accumulated other comprehensive income (loss) resulting from the Tax Reform enacted in December 2017. As a result, the Company recorded a cumulative adjustment to reduce retained earnings by \$0.2 million with a corresponding increase to accumulated other comprehensive income (loss) related to the Company's interest rate swap designated as a cash flow hedge.

*Derivatives Not Designated as Hedging Instruments*

As of February 3, 2018, the Company had euro foreign exchange currency contracts to purchase US\$68.2 million expected to mature over the next 12 months and Canadian dollar foreign exchange currency contracts to purchase US\$17.6 million expected to mature over the next 11 months.

At January 28, 2017, the Company had euro foreign exchange currency contracts to purchase US\$81.4 million and Canadian dollar foreign exchange currency contracts to purchase US\$13.9 million.

The following table summarizes the gains (losses) before taxes recognized on the derivative instruments not designated as hedging instruments in other income and expense for fiscal 2018, fiscal 2017 and fiscal 2016 (in thousands):

	Location of Gain (Loss) Recognized in Earnings (Loss)	Gain (Loss) Recognized in Earnings (Loss)		
		Year Ended Feb 3, 2018	Year Ended Jan 28, 2017	Year Ended Jan 30, 2016
Derivatives not designated as hedging instruments:				
Foreign exchange currency contracts	Other income/expense	\$ (10,511)	\$ 2,427	\$ 4,346
Interest rate swap	Other income/expense	\$ —	\$ 38	\$ 179

**GUESS?, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(22) Share Repurchase Program**

On June 26, 2012, the Company's Board of Directors authorized a program to repurchase, from time-to-time and as market and business conditions warrant, up to \$500 million of the Company's common stock. Repurchases under the program may be made on the open market or in privately negotiated transactions, pursuant to Rule 10b5-1 trading plans or other available means. There is no minimum or maximum number of shares to be repurchased under the program, which may be discontinued at any time, without prior notice. During fiscal 2018, the Company repurchased 3,866,387 shares under the program at an aggregate cost of \$56.1 million, of which \$6.0 million was settled subsequent to year end. During fiscal 2017, the Company repurchased 289,968 shares under the program at an aggregate cost of \$3.5 million. During fiscal 2016, the Company repurchased 2,000,000 shares at an aggregate cost of \$44.0 million. As of February 3, 2018, the Company had remaining authority under the program to purchase \$392.2 million of its common stock.

**(23) Subsequent Events**

*Share Repurchases*

Subsequent to year end, the Company repurchased approximately 1.1 million shares under its share repurchase program at an aggregate cost of \$17.6 million.

*Dividends*

On March 21, 2018, the Company announced a regular quarterly cash dividend of \$0.225 per share on the Company's common stock. The cash dividend will be paid on April 20, 2018 to shareholders of record as of the close of business on April 4, 2018.

**SCHEDULE II**  
**GUESS?, INC. AND SUBSIDIARIES**  
**VALUATION AND QUALIFYING ACCOUNTS**  
**Years Ended February 3, 2018, January 28, 2017 and January 30, 2016**  
**(in thousands)**

Description	Balance at Beginning of Period	Costs Charged to Expenses	Deductions and Write-offs	Balance at End of Period
<b>As of February 3, 2018</b>				
Allowance for doubtful accounts	\$ 13,313	\$ 9,447	\$ (9,420)	\$ 13,340
Allowance for markdowns	2,944	42,485	(34,652)	10,777
Allowance for royalties receivable	497	—	(359)	138
Allowance for sales returns	20,891	83,593	(76,603)	27,881
<b>Total</b>	<b>\$ 37,645</b>	<b>\$ 135,525</b>	<b>\$ (121,034)</b>	<b>\$ 52,136</b>
<b>As of January 28, 2017</b>				
Allowance for doubtful accounts	\$ 12,874	\$ 7,284	\$ (6,845)	\$ 13,313
Allowance for markdowns	2,196	32,679	(31,931)	2,944
Allowance for royalties receivable	411	86	—	497
Allowance for sales returns	20,513	74,278	(73,900)	20,891
<b>Total</b>	<b>\$ 35,994</b>	<b>\$ 114,327</b>	<b>\$ (112,676)</b>	<b>\$ 37,645</b>
<b>As of January 30, 2016</b>				
Allowance for doubtful accounts	\$ 13,504	\$ 5,767	\$ (6,397)	\$ 12,874
Allowance for markdowns	2,549	21,988	(22,341)	2,196
Allowance for royalties receivable	253	240	(82)	411
Allowance for sales returns	17,727	68,477	(65,691)	20,513
<b>Total</b>	<b>\$ 34,033</b>	<b>\$ 96,472</b>	<b>\$ (94,511)</b>	<b>\$ 35,994</b>



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### Exhibit Index

<b>Exhibit Number</b>	<b>Description</b>
<a href="#">3.1.</a>	<a href="#">Restated Certificate of Incorporation of the Registrant (incorporated by reference from Amendment No. 3 to the Registrant's Registration Statement on Form S-1 (Registration No. 333-4419) filed on July 30, 1996).</a>
<a href="#">†3.2.</a>	<a href="#">Third Amended and Restated Bylaws of the Registrant.</a>
<a href="#">4.1.</a>	<a href="#">Specimen Stock Certificate (incorporated by reference from Amendment No. 3 to the Registrant's Registration Statement on Form S-1 (Registration No. 333-4419) filed on July 30, 1996).</a>
<a href="#">*10.1.</a>	<a href="#">2004 Equity Incentive Plan (Amended and Restated as of May 19, 2017) (incorporated by reference from the Registrant's Current Report on Form 8-K filed July 5, 2017).</a>
<a href="#">*10.2.</a>	<a href="#">Non-Employee Directors' Compensation Plan (incorporated by reference from the Registrant's Current Report on Form 8-K filed July 6, 2016).</a>
<a href="#">*10.3.</a>	<a href="#">Form of Non-Employee Director Restricted Stock Agreement (incorporated by reference from the Registrant's Quarterly Report on Form 10-Q for the quarter ended July 30, 2016).</a>
<a href="#">*10.4.</a>	<a href="#">Form of Non-Employee Director Restricted Stock Unit Agreement (incorporated by reference from the Registrant's Quarterly Report on Form 10-Q for the quarter ended July 30, 2016).</a>
<a href="#">*10.5.</a>	<a href="#">2015 Annual Incentive Bonus Plan (incorporated by reference from the Registrant's Current Report on Form 8-K filed June 25, 2015).</a>
<a href="#">*10.6.</a>	<a href="#">2002 Employee Stock Purchase Plan (Amended and Restated March 12, 2012) (incorporated by reference from the Registrant's Annual Report on Form 10-K for the year ended January 28, 2012).</a>
<a href="#">*10.7.</a>	<a href="#">Executive Employment Agreement dated July 7, 2015 between the Registrant and Victor Herrero (incorporated by reference from the Registrant's Current Report on Form 8-K filed July 14, 2015).</a>
<a href="#">*10.8.</a>	<a href="#">Letter Agreement regarding amendment to Employment Agreement dated April 28, 2017 between the Registrant and Victor Herrero (incorporated by reference from the Registrant's Current Report on Form 8-K filed May 4, 2017).</a>
<a href="#">*10.9.</a>	<a href="#">Nonqualified Stock Option Agreement dated as of July 7, 2015 between the Registrant and Victor Herrero (incorporated by reference from the Registrant's Quarterly Report on Form 10-Q for the quarter ended August 1, 2015).</a>
<a href="#">*10.10.</a>	<a href="#">Restricted Stock Unit Agreement dated as of July 7, 2015 between the Registrant and Victor Herrero (incorporated by reference from Exhibit 10.7 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended August 1, 2015).</a>
<a href="#">*10.11.</a>	<a href="#">Restricted Stock Unit Agreement dated as of April 29, 2016 for Victor Herrero and Paul Marciano (incorporated by reference from the Registrant's Quarterly Report on Form 10-Q for the quarter ended April 30, 2016).</a>
<a href="#">*10.12.</a>	<a href="#">Performance Share Award Agreement (total shareholder return) dated as of April 29, 2016 for Victor Herrero and Paul Marciano (incorporated by reference from the Registrant's Quarterly Report on Form 10-Q for the quarter ended April 30, 2016).</a>
<a href="#">*10.13.</a>	<a href="#">Performance Share Award Agreement (revenue and operating income) dated as of April 29, 2016 for Victor Herrero and Paul Marciano (incorporated by reference from the Registrant's Quarterly Report on Form 10-Q for the quarter ended April 30, 2016).</a>
<a href="#">*10.14.</a>	<a href="#">Restricted Stock Unit Agreement dated as of April 28, 2017 for Victor Herrero and Paul Marciano (incorporated by reference from the Registrant's Quarterly Report on Form 10-Q for the quarter ended April 29, 2017).</a>
<a href="#">*10.15.</a>	<a href="#">Performance Share Award Agreement (total shareholder return) dated as of April 28, 2017 for Victor Herrero and Paul Marciano (incorporated by reference from the Registrant's Quarterly Report on Form 10-Q for the quarter ended April 29, 2017).</a>
<a href="#">*10.16.</a>	<a href="#">Performance Share Award Agreement (revenue and earnings from operations) dated as of April 28, 2017 for Victor Herrero and Paul Marciano (incorporated by reference from the Registrant's Quarterly Report on Form 10-Q for the quarter ended April 29, 2017).</a>
<a href="#">*10.17.</a>	<a href="#">Executive Employment Agreement dated January 26, 2016 between the Registrant and Paul Marciano (incorporated by reference from the Registrant's Current Report on Form 8-K filed February 1, 2016).</a>
<a href="#">*10.18.</a>	<a href="#">Letter Agreement regarding amendment to Employment Agreement dated April 28, 2017 between the Registrant and Paul Marciano (incorporated by reference from the Registrant's Current Report on Form 8-K filed May 4, 2017).</a>
<a href="#">*10.19.</a>	<a href="#">Restricted Stock Unit Agreement dated as of May 1, 2015 between the Registrant and Paul Marciano (incorporated by reference from the Registrant's Quarterly Report on Form 10-Q for the quarter ended May 2, 2015).</a>
<a href="#">*10.20.</a>	<a href="#">Amended and Restated Offer Letter dated April 28, 2017 between the Registrant and Sandeep Reddy (incorporated by reference from the Registrant's Current Report on Form 8-K filed May 4, 2017).</a>
<a href="#">*10.21.</a>	<a href="#">Form of Nonqualified Stock Option Agreement (incorporated by reference from the Registrant's Current Report on Form 8-K filed May 16, 2005).</a>
<a href="#">*10.22.</a>	<a href="#">Form of Nonqualified Stock Option Agreement (incorporated by reference from the Registrant's Quarterly Report on Form 10-Q for the quarter ended July 29, 2017).</a>
<a href="#">*10.23.</a>	<a href="#">Form of Restricted Stock Award Agreement (incorporated by reference from the Registrant's Current Report on Form 8-K filed May 16, 2005).</a>
<a href="#">*10.24.</a>	<a href="#">Form of Restricted Stock Award Agreement (incorporated by reference from the Registrant's Quarterly Report on Form 10-Q for the quarter ended July 29, 2017).</a>
<a href="#">*10.25.</a>	<a href="#">Form of Performance Share Award Agreement (incorporated by reference from the Registrant's Quarterly Report on Form 10-Q for the quarter ended April 30, 2016).</a>
<a href="#">*10.26.</a>	<a href="#">Form of Performance Share Award Agreement (incorporated by reference from the Registrant's Quarterly Report on Form 10-Q for the quarter ended April 29, 2017).</a>
<a href="#">*10.27.</a>	<a href="#">Indemnification Agreements between the Registrant and certain executives and directors (incorporated by reference from the Registrant's Annual Report on Form 10-K for the year ended December 31, 1996).</a>
<a href="#">*10.28.</a>	<a href="#">Nonqualified Deferred Compensation Plan (Amended and Restated Effective as of December 18, 2008) (incorporated by reference from the Registrant's Annual Report on Form 10-K for the year ended January 31, 2009).</a>
<a href="#">*10.29.</a>	<a href="#">Supplemental Executive Retirement Plan (Amended and Restated Effective as of December 18, 2008) (incorporated by reference from the Registrant's Annual Report on Form 10-K for the year ended January 31, 2009).</a>
<a href="#">*10.30.</a>	<a href="#">Amendment 2013-I to the Supplemental Executive Retirement Plan of the Registrant dated as of July 11, 2013 (incorporated by reference from the Registrant's Quarterly Report on Form 10-Q for the quarter ended August 3, 2013).</a>
<a href="#">10.31.</a>	<a href="#">First Amendment to Lease Agreement between the Registrant and 1444 Partners, Ltd. with respect to the Registrant's corporate headquarters (including original lease agreement) (incorporated by reference from the Registrant's Quarterly Report on Form 10-Q for the quarter ended May 1, 2010).</a>

- [10.32. Second Amendment to Lease Agreement between the Registrant and 1444 Partners, Ltd. with respect to the Registrant's corporate headquarters \(incorporated by reference from the Registrant's Quarterly Report on Form 10-Q for the quarter ended July 31, 2010\).](#)
- [10.33. Third Amendment to Lease Agreement dated as of August 2, 2015 between the Registrant and 1444 Partners, Ltd. with respect to the Registrant's corporate headquarters \(incorporated by reference from the Registrant's Quarterly Report on Form 10-Q for the quarter ended October 31, 2015\).](#)
- [10.34. Loan, Guaranty and Security Agreement dated as of June 23, 2015, among the Registrant, Guess? Retail, Inc., Guess.com, Inc., Guess? Canada Corporation, the guarantors party thereto, the lenders party thereto and Bank of America, N.A., as agent for the lenders \(incorporated by reference from the Registrant's Current Report on Form 8-K filed June 24, 2015\).](#)
- [10.35. Amendment Number One to Loan, Guaranty and Security Agreement dated as of February 16, 2016, among the Registrant, Guess? Retail, Inc., Guess.com, Inc., Guess? Canada Corporation, the guarantors party thereto, the lenders party thereto and Bank of America, N.A., as agent for the lenders \(incorporated by reference from the Registrant's Annual Report on Form 10-K for the year ended January 30, 2016\).](#)
- †21.1. [List of Subsidiaries.](#)
- †23.1. [Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.](#)
- †31.1. [Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)
- †31.2. [Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)
- †32.1. [Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)
- †32.2. [Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)
- †101.INS XBRL Instance Document
- †101.SCH XBRL Taxonomy Extension Schema Document
- †101.CAL XBRL Taxonomy Extension Calculation Linkbase Document
- †101.DEF XBRL Taxonomy Extension Definition Linkbase Document
- †101.LAB XBRL Taxonomy Extension Label Linkbase Document
- †101.PRE XBRL Taxonomy Extension Presentation Linkbase Document
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\* Management Contract or Compensatory Plan

† Filed herewith

**THIRD AMENDED AND RESTATED  
BYLAWS  
OF  
GUESS ?, INC.**

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appears on the records of the Corporation. If, prior to the time of mailing, the Secretary shall have received from any stockholder a written request that notices intended for such stockholder are to be mailed to some address other than the address that appears on the records of the Corporation, notices intended for such stockholder shall be mailed to the address designated in such request.

(b) Notice of a special meeting of stockholders may be given by the person or persons calling the meeting, or, upon the written request of such person or persons, such notice shall be given by the Secretary of the Corporation (the “Secretary”) or any Assistant Secretary on behalf of such person or persons. If the person or persons calling a special meeting of stockholders give notice thereof, such person or persons shall deliver a copy of such notice to the Secretary. Each request to the Secretary for the giving of notice of a special meeting of stockholders shall state the purpose or purposes of such meeting.

**Section 2.04** Waiver of Notice. Notice of any annual or special meeting of stockholders need not be given to any stockholder who files a written waiver of notice with the Secretary, signed by the person entitled to notice, whether before or after such meeting. Neither the business to be transacted at, nor the purpose of, any meeting of stockholders need be specified in any written waiver of notice thereof. Attendance of a stockholder at a meeting, in person or by proxy, shall constitute a waiver of notice of such meeting, except when such stockholder attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business on the grounds that the notice of such meeting was inadequate or improperly given.

**Section 2.05** Adjournments. Whenever a meeting of stockholders, annual or special, is adjourned to another date, time or place, notice need not be given of the adjourned meeting if the date, time and place thereof are announced at the meeting at which the adjournment is taken. If the adjournment is for more than 30 days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder entitled to vote thereat. At the adjourned meeting, any business may be transacted which might have been transacted at the original meeting.

When any meeting is convened the presiding officer, if directed by the Board, may adjourn the meeting if (a) no quorum is present for the transaction of business, or (b) the Board determines that adjournment is necessary or appropriate to enable the stockholders (i) to consider fully information which the Board determines has not been made sufficiently or timely available to stockholders or (ii) otherwise to exercise effectively their voting rights.

**Section 2.06** Quorum. Except as otherwise provided by law or the Certificate of Incorporation of the Corporation as in effect from time to time (the “Certificate of Incorporation”), whenever a class of stock of the Corporation is entitled to vote as a separate class, or whenever classes of stock of the Corporation are entitled to vote together as a single class, on any matter brought before any meeting of stockholders, whether annual or special, holders of shares entitled to cast a majority of the votes entitled to be cast by all the holders of the shares of stock of such class voting as a separate class, or classes voting together as a single class, as the case may be, outstanding and entitled to vote thereat, present in person or by proxy, shall constitute a quorum at any such meeting of stockholders. If, however, such quorum shall

not be present in person or by proxy at any meeting of stockholders, the stockholders entitled to vote thereat may adjourn the meeting from time to time in accordance with Section 2.05 hereof until a quorum shall be present in person or by proxy.

**Section 2.07** Voting. Except as otherwise provided by law or the Certificate of Incorporation or these Bylaws, when a quorum is present with respect to any matter brought before any meeting of the stockholders, the vote of the holders of shares entitled to cast a majority of the votes entitled to be cast by all the holders of the shares constituting such quorum shall decide any such matter. Unless otherwise provided in the Certificate of Incorporation, each stockholder present in person or by proxy at a meeting of the stockholders shall be entitled to cast one vote for each share of the capital stock entitled to vote thereat held by such stockholder.

**Section 2.08** Proxies. Each stockholder entitled to vote at a meeting of stockholders or to express, in writing, consent to or dissent from any corporate action without a meeting may authorize another person or persons to act for such stockholder by proxy. Such proxy shall be filed with the Secretary before such meeting of stockholders or such corporate action without a meeting, at such time as the Board may require. No proxy shall be voted or acted upon more than three years from its date, unless the proxy provides for a longer period.

**Section 2.09** Advance Notice of Business to be Transacted at Stockholder Meetings. No business may be transacted at an annual meeting of stockholders, other than business that is either (a) specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board (or any duly authorized committee thereof), (b) otherwise properly brought before the annual meeting by or at the direction of the Board (or any duly authorized committee thereof) or (c) otherwise properly brought before the annual meeting by any stockholder of the Corporation (i) who is a stockholder of record on the date of the giving of the notice provided for in this Section 2.09 and on the record date for the determination of stockholders entitled to vote at such annual meeting and (ii) who complies with the notice procedures set forth in this Section 2.09.

In addition to any other applicable requirements, for business to be properly brought before an annual meeting by a stockholder, such stockholder must have given timely notice thereof in proper written form to the Secretary.

To be timely, a stockholder's notice to the Secretary must be delivered to or mailed and received at the principal executive offices of the Corporation not less than 60 days nor more than 90 days prior to the anniversary date of the immediately preceding annual meeting of stockholders; *provided, however*, that in the event that the annual meeting is called for a date that is not within 30 days before or after such anniversary date, notice by the stockholder in order to be timely must be so received not later than the close of business on the tenth day following the day on which such notice of the date of the annual meeting was mailed or such public disclosure of the date of the annual meeting was made, whichever first occurs.

To be in proper written form, a stockholder's notice to the Secretary must set forth as to each matter such stockholder proposes to bring before the annual meeting (a) a brief description of the business desired to be brought before the annual meeting and the reasons for conducting such business at the annual meeting, (b) the name and record address of such stockholder, (c) the



In addition to any other applicable requirements, for a nomination to be made by a stockholder, such stockholder must have given timely notice thereof in proper written form to the Secretary.

To be timely, a stockholder's notice to the Secretary must be delivered to or mailed and received at the principal executive offices of the Corporation (a) in the case of any annual meeting, not less than 60 days nor more than 90 days prior to the anniversary date of the immediately preceding annual meeting of stockholders; *provided, however*, that in the event that the annual meeting is called for a date that is not within 30 days before or after such anniversary date, notice by the stockholder in order to be timely must be so received not later than the close of business on the tenth day following the day on which such notice of the date of the annual meeting was mailed or such public disclosure of the date of the annual meeting was made, whichever first occurs; and (b) in the case of a special meeting of stockholders called for the purpose of electing directors, not later than the close of business on the tenth day following the day on which notice of the date of the special meeting was mailed or public disclosure of the date of the special meeting was made, whichever first occurs.

To be in proper written form, a stockholder's notice to the Secretary must set forth (a) as to each person whom the stockholder proposes to nominate for election as a Director (i) the name, age, business address and residence address of the person, (ii) the principal occupation or employment of the person, (iii) the class or series and number of shares of capital stock of the Corporation which are owned beneficially or of record by the person and (iv) any other information relating to the person that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to Section 14 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations promulgated thereunder; and (b) as to the stockholder giving the notice (i) the name and record address of such stockholder, (ii) the class or series and number of shares of capital stock of the Corporation which are owned beneficially or of record by such stockholder, (iii) a description of all arrangements or understandings between such stockholder and each proposed nominee and any other person or persons (including their names) pursuant to which the nomination(s) are to be made by such stockholder, (iv) a representation that such stockholder intends to appear in person or by proxy at the meeting to nominate the persons named in its notice and (v) any other information relating to such stockholder that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to Section 14 of the Exchange Act and the rules and regulations promulgated thereunder. Each proposed nominee shall consent in writing to being named as a nominee and to serve as a Director if elected, and such written consent must be submitted with the stockholder's notice to the Secretary.

No person shall be eligible for election as a Director unless nominated in accordance with the procedures set forth in this Section 3.03. If the chairman of the meeting determines that a nomination was not made in accordance with the foregoing procedures, the chairman shall declare to the meeting that the nomination was defective and such defective nomination shall be disregarded.



absence of a quorum for any such meeting, a majority of the Directors present thereat may adjourn such meeting from time to time until a quorum shall be present.

(f) Organization. At each meeting of the Board, one of the following shall act as chairman of the meeting and preside, in the following order of precedence:

- (i) the Chairman;
- (ii) the Chief Executive Officer or President;
- (iii) any Director chosen by a majority of the Directors present.

The Secretary or, in the case of his absence, any person (who shall be an Assistant Secretary, if an Assistant Secretary is present) whom the chairman of the meeting shall appoint shall act as secretary of such meeting and keep the minutes thereof.

**Section 3.07** Committees of the Board. The Board may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of one or more Directors. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of such committee. In the absence or disqualification of a member of a committee, and in the absence of a designation by the Board of an alternate member to replace the absent or disqualified member, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another Director to act at the meeting in the place of any such absent or disqualified member. Any committee of the Board, to the extent provided in the resolution of the Board designating such committee, shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it; *provided, however*, that no such committee shall have such power or authority in reference to amending the Certificate of Incorporation (except that such a committee may, to the extent authorized in the resolution or resolutions providing for the issuance of shares of stock adopted by the Board as provided in Section 151(a) of the General Corporation Law of the State of Delaware (the "General Corporation Law"), fix the designations and any of the preferences or rights of such shares relating to dividends, redemption, dissolution, any distribution of assets of the Corporation or the conversion into, or the exchange of such shares for, shares of any other class or classes of stock of the Corporation or fix the number of shares of any series of stock or authorize the increase or decrease of the shares of any series), adopting an agreement of merger or consolidation under Section 251, 252, 254, 255, 256, 257, 258, 263, or 264 of the General Corporation Law, recommending to the stockholders the sale, lease or exchange of all or substantially all the Corporation's property and assets, recommending to the stockholders a dissolution of the Corporation or the revocation of a dissolution, or amending these Bylaws; *provided, further*, however, that, unless expressly so provided in the resolution of the Board designating such committee, no such committee shall have the power or authority to declare a dividend, to authorize the issuance of stock, or to adopt a certificate of ownership and merger pursuant to Section 253 of the General Corporation Law. Each committee of the Board shall keep regular minutes of its proceedings and report the same to the Board when so requested by the Board.

**Section 3.08** Directors' Consent in Lieu of Meeting. Any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by all the members of the Board or such committee and such consent is filed with the minutes of the proceedings of the Board or such committee.

**Section 3.09** Action by Means of Telephone or Similar Communication. Any one or more members of the Board, or of any committee thereof, may participate in a meeting of the Board or such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting by such means shall constitute presence in person at such meeting.

**Section 3.10** Compensation. Unless otherwise restricted by the Certificate of Incorporation, the Board may determine the compensation of Directors. In addition, as determined by the Board, Directors may be reimbursed by the Corporation for their expenses, if any, in the performance of their duties as Directors. No such compensation or reimbursement shall preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

## **ARTICLE IV OFFICERS**

**Section 4.01** Officers. The officers of the Corporation shall be the Chairman, the Chief Executive Officer, the President, the Chief Operating Officer, the Secretary and the Chief Financial Officer and may include one or more Vice Presidents (which may include Senior Vice Presidents, Executive Vice Presidents and Senior Executive Vice Presidents) and one or more Assistant Secretaries and one or more Assistant Financial Officers. Any two or more offices may be held by the same person. The offices of Chairman and Chief Executive Officer may be held by more than one person, each with the title of Co-Chairman or Co-Chief Executive Officer.

**Section 4.02** Authority and Duties. All officers, as between themselves and the Corporation, shall have such authority and perform such duties in the management of the Corporation as may be provided in these Bylaws or, to the extent not so provided, by resolution of the Board.

**Section 4.03** Term of Office, Resignation and Removal.

(a) Each officer shall be elected or appointed by, or in such matter as shall be determined by, the Board and shall hold office for such term as may be determined by the Board. Each officer shall hold office until his successor has been appointed and qualified or his earlier death or resignation or removal in the manner hereinafter provided. The Board may require any officer to give security for the faithful performance of his duties.

(b) Any officer may resign at any time by giving written notice to the Board, the Chairman, any Chief Executive Officer, the President or the Secretary. Such resignation shall take effect at the time specified in such notice or, if the time be not specified, at the time it is accepted by the Board, any Chairman, any Chief Executive Officer, the President or the

Secretary, as the case may be. Unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

(c) All officers and agents appointed by the Board shall be subject to removal, with or without cause, at any time by the Board.

**Section 4.04** Vacancies. Any vacancy occurring in any office of the Corporation, for any reason, shall be filled by action of the Board. Unless earlier removed pursuant to Section 4.03 hereof, any officer appointed by the Board to fill any such vacancy shall serve only until such time as the unexpired term of his predecessor expires unless reappointed by the Board.

**Section 4.05** The Chairman or Co-Chairman. The Chairman (as defined in Section 2.02 of these Bylaws) shall have the power to call special meetings of stockholders, to call special meetings of the Board and, if present, to preside at all meetings of stockholders and all meetings of the Board. The Chairman shall perform all duties incident to the office of Chairman of the Board and all such other duties as may from time to time be assigned to the holder(s) of the office by the Board or these Bylaws. In the event that more than one individual holds the office of Chairman at any given time, all individuals holding such office shall be entitled to the same privileges and benefits under these Bylaws.

**Section 4.06** The Chief Executive Officer or Co-Chief Executive Officer. The Chief Executive Officer (as defined in Section 2.02 of these Bylaws) shall, together with the President and subject to the control of the Board, have general and active management and control of the business and affairs of the Corporation and shall see that all orders and resolutions of the Board are carried into effect. The Chief Executive Officer shall perform all duties incident to the office of Chief Executive Officer and all such other duties as may from time to time be assigned to the holder(s) of the office by the Board or these Bylaws. In the event that more than one individual holds the office of Chief Executive Officer at any given time, all individuals holding such office shall be entitled to the same privileges and benefits under these Bylaws.

**Section 4.07** The President. The President shall, together with the Chief Executive Officer and subject to the control of the Board, have general and active management and control of the business and affairs of the Corporation and shall see that all orders and resolutions of the Board are carried into effect. The President shall perform all duties incident to the office of President and all such other duties as may from time to time be assigned to him by the Board or these Bylaws.

**Section 4.08** The Chief Operating Officer. The Chief Operating Officer shall, subject to the control of the Board, the Chief Executive Officer and the President, have general and active management and control of the operation of the business of the Corporation and shall see that all orders and resolutions of the Board, the Chief Executive Officer and the President are carried into effect. The Chief Operating Officer shall perform all duties incident to the office of Chief Operating Officer and all such other duties as may from time to time be assigned to him by the Board or these Bylaws.

**Section 4.09** Vice Presidents. Vice Presidents of the Corporation (“Vice Presidents”), if any, in order of their seniority or in any other order determined by the Board, shall generally assist the Chief Executive Officer, the President and the Chief Operating Officer



**ARTICLE V**  
**CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, AND PROXIES**

**Section 5.01**                    Execution of Documents. The Chairman, the Chief Executive Officer, the President and the Chief Operating Officer, and the officers, employees and agents of the Corporation designated by the Board (or any duly authorized committee thereof to the extent permitted by law), shall have power to execute and deliver deeds, contracts, mortgages, bonds, debentures, checks, drafts and other orders for the payment of money and other documents for and in the name of the Corporation, and each such officer, employee and agent, without further action by the Board, may delegate such power (including authority to redelegate) by any means, written or oral, to other officers, employees or agents of the Corporation; and, unless so designated or expressly authorized by these Bylaws, no officer or agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or to any amount.

**Section 5.02**                    Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation or otherwise as the Board, or any officer of the Corporation to whom power in this respect shall have been given by the Board, shall direct.

**Section 5.03**                    Proxies in Respect of Stock or Other Securities of Other Corporations. The Board shall designate the officers of the Corporation who shall have authority from time to time to appoint an agent or agents of the Corporation to exercise in the name and on behalf of the Corporation the powers and rights that the Corporation may have as the holder of stock or other securities in any other corporation, and to vote or consent in respect of such stock or securities. Such designated officers may instruct the person or persons so appointed as to the manner of exercising such powers and rights, and such designated officers may execute or cause to be executed in the name and on behalf of the Corporation and under its corporate seal, or otherwise, such written proxies, powers of attorney or other instruments as they may deem necessary or proper in order that the Corporation may exercise such powers and rights.

**ARTICLE VI**  
**SHARES AND TRANSFERS OF SHARES**

**Section 6.01**                    Certificates Evidencing Shares. Shares of stock of the Corporation may be certificated or uncertificated, as provided under the General Corporation Law. Every owner of shares of stock of the Corporation, upon written request to the transfer agent or registrar of the Corporation, shall be entitled to a physical certificate certifying the number and class of shares of stock of the Corporation owned by him, which certificate shall be in such form as may be prescribed by the Board. Certificates shall be issued in consecutive order and shall be numbered in the order of their issue, and shall be signed by the Chairman, the Chief Executive Officer, the President, the Chief Operating Officer or any Vice President and by the Secretary, any Assistant Secretary, the Chief Financial Officer or any Assistant Financial Officer. Any or all signatures on such certificate may be a facsimile. In the event any such officer who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to hold such office or to be employed by the Corporation before such certificate is issued, such certificate may

be issued by the Corporation with the same effect as if such officer had held such office on the date of issue.

**Section 6.02** Stock Ledger. A stock ledger in one or more counterparts shall be kept by the Secretary, in which shall be recorded (i) the name and address of each person, firm or corporation owning the shares issued by the Corporation, (ii) the number of shares of stock held by such person, firm or corporation, (iii) the date of issuance thereof and, (iv) in the case of cancellation, the date of cancellation. Except as otherwise expressly required by law, the person in whose name shares of stock stand on the stock ledger of the Corporation shall be deemed the owner and record holder thereof for all purposes as regards the Corporation.

**Section 6.03** Transfer of Shares. Registration of transfers of shares of stock shall be made only in the stock ledger of the Corporation upon request of the registered holder of such shares, or of his attorney thereunto authorized by power of attorney duly executed and filed with the Secretary, and

(a) if such shares are represented by a physical certificate, upon the surrender of such certificate or certificates evidencing such shares properly endorsed or accompanied by a stock power duly executed, or

(b) if such shares are uncertificated, upon proper instructions from the registered holder of such shares.

In either case, the registered holder of such shares shall provide such proof of the authenticity of the signatures as the Corporation may reasonably require.

**Section 6.04** Addresses of Stockholders. Each stockholder shall designate to the Secretary an address at which notices of meetings and all other corporate notices may be served or mailed to such stockholder, and, if any stockholder shall fail to so designate such an address, corporate notices may be served upon such stockholder by mail directed to the mailing address, if any, as the same appears in the stock ledger of the Corporation or at the last known mailing address of such stockholder.

**Section 6.05** Lost, Destroyed, Stolen and Mutilated Certificates. A holder of shares of stock of the Corporation shall promptly notify the Corporation of any loss, destruction or mutilation of any physical certificate or certificates evidencing all or any such shares of stock. The Corporation may issue a duplicate certificate or uncertificated shares in place of any certificate theretofore issued by it and alleged to have been mutilated, lost, stolen or destroyed, upon the surrender of the mutilated certificate or, in the case of loss, theft or destruction of the certificate, upon satisfactory proof of such loss, theft or destruction; *provided, however*, that if such shares have ceased to be certificated, a new certificate shall be issued only upon written request to the transfer agent or registrar of the Corporation. The Corporation may, in its discretion, require the record holder of the shares of stock evidenced by the lost, stolen or destroyed certificate or his legal representative to give the Corporation a bond sufficient to indemnify the Corporation against any claim made against it on account of the alleged loss, theft or destruction of any such certificate or the issuance of such duplicate certificate or uncertificated shares.

**Section 6.06** Regulations. The Corporation may make such other rules and regulations as it may deem expedient, not inconsistent with these Bylaws, concerning the issue, transfer and registration of certificates evidencing shares of stock of the Corporation.

**Section 6.07** Fixing Date for Determination of Stockholders of Record. In order that the Corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to, or to dissent from, corporate action, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock, or for the purpose of any other lawful action, the Board may fix, in advance, a record date, which shall not be more than 60 nor less than 10 days before the date of such meeting, nor more than 60 days prior to any other such corporate action. A determination of the stockholders entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of such meeting; *provided, however*, that the Board may fix a new record date for the adjourned meeting.

## ARTICLE VII SEAL

**Section 7.01** Seal. The Board may approve and adopt a corporate seal, which shall be in the form of a circle and shall bear the full name of the Corporation, the year of its incorporation and the words "Corporate Seal Delaware".

## ARTICLE VIII FISCAL YEAR

**Section 8.01** Fiscal Year. The fiscal year of the Corporation shall end on the Saturday nearest January 31 of each year unless changed by resolution of the Board.

## ARTICLE IX INDEMNIFICATION AND INSURANCE

**Section 9.01** Indemnification.

(a) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation,

and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the Court of Chancery of the State of Delaware or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

(c) To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 9.01(a) and (b) of these Bylaws, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(d) Any indemnification under Section 9.01(a) and (b) of these Bylaws (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 9.01(a) and (b) of these Bylaws. Such determination shall be made (i) by a majority vote of directors who are not parties to such action, suit or proceeding even though less than a quorum, or (ii) if there are no such directors, if such directors so direct, by independent legal counsel in a written opinion, or (iii) by the stockholders of the Corporation.

(e) Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation pursuant to this Article IX. Such expenses (including attorneys' fees) incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board deems appropriate.

(f) The indemnification and advancement of expenses provided by, or granted pursuant to, other Sections of this Article IX shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any law, bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office.

(g) For purposes of this Article IX, references to “the Corporation” shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, employees or agents so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article IX with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

(h) For purposes of this Article IX, references to “other enterprises” shall include employee benefit plans; references to “fines” shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to “serving at the request of the Corporation” shall include any service as a director, officer, employee or agent of the Corporation which imposes duties on, or involves service by, such director, officer, employee or agent with respect to any employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the Corporation” as referred to in this Article IX.

(i) The indemnification and advancement of expenses provided by, or granted pursuant to, this Article IX shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

**Section 9.02** Insurance for Indemnification. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of Section 145 of the General Corporation Law.

## ARTICLE X AMENDMENTS

**Section 10.01** Amendments. These Bylaws may be altered, amended or repealed, in whole or in part, or new Bylaws may be adopted, either by the Board or by the stockholders of the Corporation upon the affirmative vote of the holders of at least 66-2/3% of the outstanding capital stock entitled to vote thereon.

**ARTICLE XI**  
**FORUM FOR ADJUDICATION OF DISPUTES**

**Section 11.01** Forum for Adjudication of Disputes. Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware (or, if the Court of Chancery does not have jurisdiction, another state court located within the State of Delaware or, if no state court located within the State of Delaware has jurisdiction, the federal district court for the District of Delaware) shall, to the fullest extent permitted by law, be the sole and exclusive forum for (a) any derivative action or proceeding brought on behalf of the Corporation, (b) any action asserting a claim of breach of a fiduciary duty owed by any Director, officer or other employee of the Corporation to the Corporation or the Corporation's stockholders, (c) any action asserting a claim arising pursuant to any provision of the General Corporation law, the Certificate of Incorporation or these Bylaws, and (d) any action asserting a claim against the Corporation or any Director or officer or other employee of the Corporation governed by the internal affairs doctrine.

**Guess?, Inc.**  
**List of Subsidiaries**  
**(as of February 3, 2018)**

Name of Subsidiary	Country	Percent Ownership
G-LABS SAGL	Switzerland	51%
Grupo Guess, S. de R.L. de C.V.	Mexico	51%
Guess Apparel Andorra SLU	Andorra	100%
Guess Apparel Spain, S.L.	Spain	100%
Guess? Asia Limited	Hong Kong	100%
Guess? Asia Limited Taiwan Branch	Taiwan	100%
Guess Austria GmbH	Austria	100%
Guess Australia Pty. Ltd.	Australia	100%
Guess Bel LLC	Belarus	100%
Guess Belgium S.P.R.L.	Belgium	100%
Guess? Bermuda Holdings, LLC	United States	100%
Guess? Brasil Comercio e Distribuicao S.A.	Brazil	60%
Guess? Bermuda Holdings, L.P.	Bermuda	100%
Guess? Canada Corporation	Canada	100%
Guess Canary Islands, S.L.	Spain	51%
Guess? CIS LLC	Russia	70%
Guess.com, Inc.	United States	100%
Guess? Deutschland GmbH	Germany	100%
Guess Distribution CIS	Russia	100%
Guess? Euro-Canada, B.V.	Netherlands	100%
Guess? Europe, B.V.	Netherlands	100%
Guess Europe Sagl	Switzerland	100%
Guess Finland Oy	Finland	100%
Guess France S.A.S.	France	100%
Guess? Holdings Korea Limited Liability Company	Korea	100%
Guess Hungary KFT	Hungary	100%
Guess? IP GP LLC	United States	100%
Guess? IP Holder L.P.	United States	100%
Guess? IP LP LLC	United States	100%
Guess Italia S.r.l.	Italy	100%
Guess? Japan LLC	Japan	100%
Guess? Licensing, Inc.	United States	100%
Guess Luxembourg S.a.r.l.	Luxembourg	100%
Guess Macau, Ltd.	Macau	100%
Guess Norge AS	Norway	100%
Guess Poland Sp. z o.o.	Poland	100%
Guess Portugal, LDA	Portugal	60%
Guess? Retail, Inc.	United States	100%
Guess Retail Denmark ApS	Denmark	100%
Guess Retail Hellas Single Member Private Co	Greece	100%
Guess Retail (Ireland) Limited	Ireland	100%
Guess Retail Sweden AB	Sweden	100%
Guess Service de Mexico S. de R.L. de C.V.	Mexico	100%
Guess? (Shanghai) Limited	China	100%
Guess? Singapore Pte. Ltd.	Singapore	100%
Guess Sud S.A.S.	France	100%
Guess Turkey Perakende Satis Magazacilik Ve Ticaret Limited Sirketi	Turkey	100%
Guess U.K. Limited	United Kingdom	100%
Guess? Value LLC	United States	100%



**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the following Registration Statements:

- (1) Registration Statement (Form S-3 No. 333-111895),
- (2) Registration Statement (Form S-8 No. 333-210411) pertaining to the 2004 Equity Incentive Plan,
- (3) Registration Statement (Form S-8 No. 333-210410) pertaining to the Nonqualified Deferred Compensation Plan,
- (4) Registration Statement (Form S-8 No. 333-135079) pertaining to the 2006 Non-Employee Directors' Stock Grant and Stock Option Plan,
- (5) Registration Statement (Form S-8 No. 333-129349) pertaining to the Nonqualified Deferred Compensation Plan,
- (6) Registration Statement (Form S-8 No. 333-121552) pertaining to the 2004 Equity Incentive Plan,
- (7) Registration Statement (Form S-8 No. 333-81274) pertaining to the 2002 Employee Stock Purchase Plan, and
- (8) Registration Statement (Form S-8 No. 333-10069) pertaining to the 1996 Equity Incentive Plan and the 1996 Non-Employee Directors' Stock Option Plan;

of our reports dated March 29, 2018, with respect to the consolidated financial statements and schedule of Guess?, Inc., and the effectiveness of internal control over financial reporting of Guess?, Inc., included in this Annual Report (Form 10-K) for the year ended February 3, 2018.

/s/ ERNST & YOUNG LLP

Los Angeles, California  
March 29, 2018

I, Victor Herrero, certify that:

1. I have reviewed this annual report on Form 10-K of Guess?, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 29, 2018

By: /s/ VICTOR HERRERO

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Victor Herrero  
*Chief Executive Officer*

I, Sandeep Reddy, certify that:

1. I have reviewed this annual report on Form 10-K of Guess?, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 29, 2018

By: /s/ SANDEEP REDDY

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Sandeep Reddy  
*Chief Financial Officer*

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO SECTION 906  
OF THE SARBANES-OXLEY ACT OF 2002

I, Victor Herrero, Chief Executive Officer of Guess?, Inc. (the “Company”), do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

- the Annual Report on Form 10-K of the Company for the period ended February 3, 2018, as filed with the Securities and Exchange Commission (the “Report”), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m); and
- the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 29, 2018

By: /s/ VICTOR HERRERO

Victor Herrero  
*Chief Executive Officer*

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Guess?, Inc. and will be retained by Guess?, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO SECTION 906  
OF THE SARBANES-OXLEY ACT OF 2002

I, Sandeep Reddy, Chief Financial Officer of Guess?, Inc. (the “Company”), do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

- the Annual Report on Form 10-K of the Company for the period ended February 3, 2018, as filed with the Securities and Exchange Commission (the “Report”), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m); and
- the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 29, 2018

By: /s/ SANDEEP REDDY

Sandeep Reddy  
*Chief Financial Officer*

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Guess?, Inc. and will be retained by Guess?, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

