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

FORM 10-Q

(MARK ONE)

**Quarterly Report Pursuant to Section 13 or 15(d) of the Securities
Exchange Act of 1934**

For the quarterly period ended November 3, 2007

OR

**Transition Report Pursuant to Section 13 or 15(d) of the Securities
Exchange Act of 1934**

For the transition period from to

Commission File Number 1-11893

GUESS?, INC.

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of
incorporation or organization)

95-3679695

(I.R.S. Employer
Identification No.)

**1444 South Alameda Street
Los Angeles, California, 90021**
(Address of principal executive offices)

(213) 765-3100

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes

No

Indicate by check mark whether registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Indicate by check mark whether registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes

No

As of December 6, 2007, the registrant had 94,275,070 shares of Common Stock, \$.01 par value per share, outstanding.

**GUESS?, INC.
FORM 10-Q
TABLE OF CONTENTS**

PART I. FINANCIAL INFORMATION

Item 1.	Financial Statements (unaudited)
	Condensed Consolidated Balance Sheets as of November 3, 2007 and February 3, 2007
	Condensed Consolidated Statements of Operations — Three and Nine Months Ended November 3, 2007 and October 28, 2006
	Condensed Consolidated Statements of Cash Flows — Nine Months Ended November 3, 2007 and October 28, 2006
	Notes to Condensed Consolidated Financial Statements
Item 2.	Management’s Discussion and Analysis of Financial Condition and Results of Operations
Item 3.	Quantitative and Qualitative Disclosures About Market Risk
Item 4.	Controls and Procedures

PART II. OTHER INFORMATION

Item 1.	Legal Proceedings
Item 1A.	Risk Factors
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds
Item 3.	Defaults Upon Senior Securities
Item 4.	Submission of Matters to a Vote of Security Holders
Item 5.	Other Information
Item 6.	Exhibits

PART I. FINANCIAL INFORMATION

ITEM 1. Financial Statements.

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

	<u>Nov. 3, 2007</u>	<u>Feb. 3, 2007</u>
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 191,878	\$ 207,617
Accounts receivable, net	296,617	142,659
Inventories	222,956	173,668
Prepaid expenses and other current assets	24,136	19,561
Deferred tax assets	22,005	19,962
Total current assets	<u>757,592</u>	<u>563,467</u>
Property and equipment, net	219,984	162,555
Goodwill	25,837	24,651
Other intangible assets, net	20,280	17,664
Long-term deferred tax assets	51,274	48,264
Other assets	47,195	26,721
	<u>\$ 1,122,162</u>	<u>\$ 843,322</u>
LIABILITIES AND STOCKHOLDERS’ EQUITY		
Current liabilities:		
Current portion of short-term borrowings and capital lease obligations	\$ 43,252	\$ 20,804
Accounts payable	179,608	130,525

Accrued expenses	165,524	128,200
Total current liabilities	388,384	279,529
Capital lease obligations	18,152	17,336
Long-term deferred rent and lease incentives	40,574	30,956
Long-term deferred royalties	29,329	34,437
Other long-term liabilities	38,671	37,733
	<u>515,110</u>	<u>399,991</u>
Minority interests	6,215	4,607
Commitments and contingencies (Note 10)		
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 134,996,786 and 133,883,942 shares, outstanding 94,272,361 and 93,105,488 shares at November 3, 2007 and February 3, 2007, respectively	943	931
Paid-in capital	249,520	218,613
Retained earnings	495,227	382,709
Accumulated other comprehensive income (loss)	7,027	(11,448)
Treasury stock, 40,724,425 and 40,778,454 shares repurchased at November 3, 2007 and February 3, 2007, respectively	(151,880)	(152,081)
Total stockholders' equity	<u>600,837</u>	<u>438,724</u>
	<u>\$ 1,122,162</u>	<u>\$ 843,322</u>

See accompanying notes to condensed consolidated financial statements

1

GUESS?, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share data)
(unaudited)

	Three Months Ended		Nine Months Ended	
	Nov. 3, 2007	Oct. 28, 2006	Nov. 3, 2007	Oct. 28, 2006
Net revenue:				
Product sales	\$ 446,672	\$ 311,914	\$ 1,171,054	\$ 810,936
Net royalties	22,407	16,902	64,261	45,512
	<u>469,079</u>	<u>328,816</u>	<u>1,235,315</u>	<u>856,448</u>
Cost of product sales	250,598	174,285	676,069	480,976
Gross profit	<u>218,481</u>	<u>154,531</u>	<u>559,246</u>	<u>375,472</u>
Selling, general and administrative expenses	122,837	88,366	346,307	241,382
Earnings from operations	<u>95,644</u>	<u>66,165</u>	<u>212,939</u>	<u>134,090</u>
Other (income) expense:				
Interest expense	888	1,517	2,199	4,776
Interest income	(1,636)	(1,770)	(5,384)	(4,491)
Other income	(685)	(1,646)	(324)	(2,770)
	<u>(1,433)</u>	<u>(1,899)</u>	<u>(3,509)</u>	<u>(2,485)</u>
Earnings before income tax expense and minority interests	<u>97,077</u>	<u>68,064</u>	<u>216,448</u>	<u>136,575</u>
Income tax expense	37,648	23,963	84,047	51,280
Minority interests	1,155	111	1,118	(12)
Net earnings	<u>\$ 58,274</u>	<u>\$ 43,990</u>	<u>\$ 131,283</u>	<u>\$ 85,307</u>
Earnings per share:				
Basic	\$ 0.63	\$ 0.48	\$ 1.42	\$ 0.94
Diluted	\$ 0.62	\$ 0.48	\$ 1.40	\$ 0.93
Dividends declared per share	\$ 0.08	—	\$ 0.20	—

Weighted average shares outstanding:

Basic	92,516	90,846	92,194	90,486
Diluted	93,760	92,250	93,515	91,900

See accompanying notes to condensed consolidated financial statements.

2

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

	Nine Months Ended	
	Nov. 3, 2007	Oct. 28, 2006
Cash flows from operating activities:		
Net earnings	\$ 131,283	\$ 85,307
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation and amortization of property and equipment	32,566	25,924
Amortization of intangible assets	4,270	2,067
Share-based compensation expense	13,541	4,965
Loss (gain) on disposition of long-term assets and property and equipment	1,547	(839)
Other items, net	3,969	1,849
Minority interests	1,118	(12)
Changes in operating assets and liabilities:		
Accounts receivable	(153,958)	(93,712)
Inventories	(49,288)	(17,832)
Prepaid expenses and other assets	(16,968)	(13,636)
Accounts payable and accrued expenses	75,199	42,018
Long-term deferred rent and lease incentives	9,618	2,828
Long-term deferred royalties	(5,108)	(1,044)
Other long-term liabilities	2,680	1,631
Net cash provided by operating activities	<u>50,469</u>	<u>39,514</u>
Cash flows from investing activities:		
Purchases of property and equipment	(78,316)	(40,226)
Disposition of short-term investments	—	748
Purchases of long-term investments and deposits on property and equipment	(14,886)	(8,307)
Net cash used in investing activities	<u>(93,202)</u>	<u>(47,785)</u>
Cash flows from financing activities:		
Increase in short-term borrowings	24,577	23,671
Proceeds from notes payable and long-term debt	—	943
Repayments of notes payable and long-term debt	(1,313)	(16,839)
Dividends paid	(18,743)	—
Increase in restricted cash	—	(16,361)
Minority interest capital contributions	490	490
Issuance of common stock under employee stock plans	6,712	7,614
Excess tax benefits from share-based compensation	10,517	4,725
Net cash provided by financing activities	<u>22,240</u>	<u>4,243</u>
Effect of exchange rates on cash and cash equivalents	4,754	640
Net decrease in cash and cash equivalents	<u>(15,739)</u>	<u>(3,388)</u>
Cash and cash equivalents at beginning of period	207,617	167,194
Cash and cash equivalents at end of period	<u>\$ 191,878</u>	<u>\$ 163,806</u>
Supplemental disclosures about non-cash investing and financing activities:		
Capital lease obligation incurred	—	\$ 4,077
Supplemental cash flow data:		
Interest paid	\$ 1,551	\$ 3,821
Income taxes paid	60,535	25,527

See accompanying notes to condensed consolidated financial statements.

3

GUESS?, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
November 3, 2007
(unaudited)

(1) Basis of Presentation

On January 18, 2007, the Board of Directors of the Company approved a change in the Company's fiscal year end from December 31 to the Saturday nearest January 31 of each year. The change, which aligned the Company's reporting cycle with the National Retail Federation ("NRF") fiscal calendar and is expected to provide for more consistent quarter-to-quarter comparisons, is effective for the Company's 2008 fiscal year. The Company's 2008 fiscal year began on February 4, 2007 and will end February 2, 2008, resulting in a one-month transition period that began January 1, 2007 and ended February 3, 2007. This Quarterly Report on Form 10-Q includes the unaudited results for the three and nine months ended November 3, 2007 and October 28, 2006. The unaudited results for the one month ended February 3, 2007 were included in the Form 10-Q filed on June 13, 2007. The audited results for the one month ended February 3, 2007 will be included separately in the Company's Annual Report on Form 10-K for the fiscal year ending February 2, 2008.

In the opinion of management, the accompanying unaudited condensed consolidated financial statements of Guess?, Inc. and its subsidiaries (the "Company") contain all adjustments, consisting of normal recurring adjustments, considered necessary for a fair presentation of the condensed consolidated balance sheets as of November 3, 2007 and February 3, 2007, the condensed consolidated statements of operations for the three and nine months ended November 3, 2007 and October 28, 2006 and the condensed consolidated statements of cash flows for the nine months ended November 3, 2007 and October 28, 2006. The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information and the instructions to Rule 10-01 of Regulation S-X of the Securities and Exchange Commission (the "SEC"). Accordingly, they have been condensed and do not include all of the information and footnotes required by GAAP for complete financial statements. The results of operations for the three and nine months ended November 3, 2007 are not necessarily indicative of the results of operations to be expected for the full fiscal year. These financial statements should be read in conjunction with the Company's Annual Report on Form 10-K for the year ended December 31, 2006. The Company has made certain reclassifications to the prior year's consolidated financial statements to conform to classifications in the current year. These reclassifications had no impact on previously reported results of operations.

The three and nine months ended November 3, 2007 had the same number of days as the three and nine months ended October 28, 2006.

(2) Summary of Significant Accounting Policies

Gift Cards

The Company completed its analysis of unredeemed electronic gift card liabilities in the quarter ended August 4, 2007 for the U.S. retail business. 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. Beginning with the quarter ended August 4, 2007, these 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 of approximately 6.5% in the quarter ended August 4, 2007 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. 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. As of November 3, 2007, the Company has recognized \$3.4 million gift card breakage to revenue, of which \$3.1 million, or \$0.02 per diluted share, was a one-time cumulative adjustment recognized in the quarter ended August 4, 2007. Any future revisions to the estimated breakage rate may result in changes in the amount of breakage income recognized in future periods.

Classification of Certain Costs and Expenses

The Company includes inbound freight charges, purchasing costs, retail store occupancy costs and a portion of the Company's distribution costs related to its retail business in cost of product sales. Distribution costs related to the wholesale segment and European wholesale businesses are included in selling, general and administrative ("SG&A") expenses and amounted to \$5.4 million and \$3.9 million for the three months ended November 3, 2007 and October 28, 2006, respectively, and \$16.2 million and \$11.5 million for the nine months ended November 3, 2007 and October 28, 2006, respectively. The Company includes store selling costs, selling and merchandising costs, advertising costs, wholesale distribution costs, design and other corporate overhead costs as components of SG&A expenses.

Stock Split

On February 12, 2007, the Company's Board of Directors approved a two-for-one stock split of the Company's common stock to be effected in the form of a 100% stock dividend. Each shareholder of record at the close of business on February 26, 2007 was issued one additional share of common stock for every share of common stock owned as of that time. The additional shares were distributed on March 12, 2007. All share and per share amounts in these Condensed Consolidated Financial Statements have been adjusted to reflect the stock split.

Earnings Per Share

Basic earnings per share represent net earnings divided by the weighted-average number of common shares outstanding for the period. Diluted earnings per share represent net earnings divided by the weighted-average number of shares outstanding, inclusive of the dilutive impact of common equivalent shares outstanding during the period using the treasury stock method. For the three and nine months ended November 3, 2007 and October 28, 2006, the difference between basic and diluted earnings per share was due to the potential dilutive impact of options to purchase common stock and other nonvested equity awards and was not significant. For the three months ended November 3, 2007 and October 28, 2006, options for 237,817 and 264,060, respectively, of the Company's shares and for the nine months ended November 3, 2007 and October 28, 2006, options for 293,065 and 299,883, respectively, of the Company's shares were outstanding but were excluded from the computation of diluted weighted average common shares and common share equivalents outstanding because their effect would have been anti-dilutive. The Company also excluded one million nonvested stock awards granted to Paul Marciano on January 1, 2007 and 150,000 nonvested stock awards granted to Carlos Alberini on August 6, 2007 from the computation of diluted weighted average common shares and common share equivalents outstanding, because they are subject to certain performance-based vesting conditions measured over a five-year period and a four and one-half year term, respectively, which had not been achieved by the end of the three and nine months ended November 3, 2007. Assuming the annual performance criteria had been achieved as of the three and nine months ended November 3, 2007, the incremental dilutive impact would have been approximately 133,646 and 94,388 shares, respectively.

Statement of Stockholders' Equity and Comprehensive Income

The consolidated statement of stockholders' equity and comprehensive income for the year ended December 31, 2006 included an incorrect presentation of the adoption of FASB Statement No. 158 ("FAS 158"), "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans – An Amendment of FASB Statements No. 87, 88, 106 and 132(R)." That presentation included a \$15.4 million charge for the impact of the adoption as a component of current-period comprehensive income, rather than displaying the adoption impact as a separate component of accumulated other comprehensive income.

The Company will correct the consolidated statement of stockholders' equity and comprehensive income for the year ended December 31, 2006 in the Form 10-K for the year ending February 2, 2008. The immaterial revision will have no impact on net income, total accumulated other comprehensive income, total assets or cash flows for the year ended December 31, 2006.

Comprehensive Income

Comprehensive income consists of net earnings, Supplemental Executive Retirement Plan ("SERP") related prior service cost and valuation loss amortization, unrealized gain on investments available for sale, the effective portion of the change in the fair value of cash flow hedges and foreign currency translation adjustments. A reconciliation of comprehensive income for the three and nine months ended November 3, 2007 and October 28, 2006 is as follows (in thousands):

5

	Three Months Ended		Nine Months Ended	
	Nov. 3, 2007	Oct. 28, 2006	Nov. 3, 2007	Oct. 28, 2006
Net earnings	\$ 58,274	\$ 43,990	\$ 131,283	\$ 85,307
Foreign currency translation adjustment	10,500	(353)	20,705	3,575
Unrealized loss on hedges, net of tax effect	(1,794)	—	(3,237)	—
Unrealized gain (loss) on investments, net of tax effect	32	(109)	(67)	(301)
SERP prior service cost and actuarial valuation loss amortization, net of tax effect	358	—	1,074	—
Comprehensive income	\$ 67,370	\$ 43,528	\$ 149,758	\$ 88,581

New Accounting Standards

In September 2006, the FASB issued SFAS No. 157 ("SFAS 157"), "Fair Value Measurement." SFAS 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. SFAS 157 does not require any new fair value measurements. SFAS 157 is effective for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. The Company is currently assessing the impact of adopting SFAS No. 157 but does not expect the adoption will have a material impact on its financial position and results of operations.

In February 2007, the FASB issued SFAS No. 159 ("SFAS 159"), "The Fair Value Option for Financial Assets and Financial Liabilities," which permits entities to voluntarily choose to measure many financial instruments and certain other items at fair value. SFAS 159 provides entities an opportunity to mitigate volatility in reported earnings that is caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. SFAS 159 is effective for years beginning after November 15, 2007. The Company is currently evaluating the impact of adopting SFAS 159 but does not expect the adoption will have a material impact on its financial position and results of operations.

On December 4, 2007, the FASB issued SFAS No. 141(R) ("SFAS 141(R)", "Business Combinations" and SFAS No. 160 ("SFAS 160"), "Noncontrolling Interests in Consolidated Financial Statements, an amendment of ARB No. 51." These new standards will significantly change the accounting for and reporting for business combination transactions and noncontrolling (minority) interests in consolidated financial statements. SFAS 141(R) and SFAS 160 are required to be adopted simultaneously and are effective for the first annual reporting period beginning on or after December 15, 2008. Earlier adoption is prohibited. The Company will evaluate the impact of adopting SFAS 141(R) and SFAS 160 on its financial position and results of operations.

(3) Accounts Receivable

Accounts receivable consists of trade receivables, net of reserves of \$19.6 million and \$16.6 million, at November 3, 2007 and February 3, 2007, respectively, and royalty receivables, less allowance for doubtful accounts of \$0.2 million and \$0.3 million, at November 3, 2007 and February 3, 2007, respectively.

(4) Inventories

Inventories consist of the following (in thousands):

	Nov. 3, 2007	Feb. 3, 2007
Raw materials	\$ 5,643	\$ 3,151
Work in progress	3,599	3,166
Finished goods — Europe	48,858	63,114
Finished goods — Retail	126,230	78,097
Finished goods — Wholesale	38,626	26,140
	<u>\$ 222,956</u>	<u>\$ 173,668</u>

As of November 3, 2007 and February 3, 2007, reserves to write-down inventories to the lower of cost or market totaled \$21.2 million and \$14.1 million, respectively.

(5) Income Taxes

Income tax expense for the interim periods was computed using the effective tax rate estimated to be applicable for the full fiscal year, which is subject to ongoing review and evaluation by management.

The Company adopted FIN 48 in the one month ended February 3, 2007. The adoption of FIN 48 did not have a material impact on the Company's financial position and results of operations. At the beginning of the one month ended February 3, 2007, the Company had approximately \$5.5 million of total gross unrecognized tax benefits. Of this total, \$3.0 million (net of the federal benefit on state issues) represented the amount of unrecognized tax benefits that, if recognized, would have favorably affected the effective income tax rate in any future periods.

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. The Company has substantially concluded all U.S. federal income tax matters for years through 2002. Substantially all material state, local and foreign income tax matters have been concluded for years through 2000.

The Company's continuing practice is to recognize interest and penalties related to income tax matters in income tax expense. The Company had accrued \$1.7 million for interest and had not accrued penalties at November 3, 2007.

(6) Segment Information

The business segments of the Company are retail, wholesale, European and licensing. Management evaluates segment performance based primarily on revenues and earnings from operations. Corporate overhead, interest income and interest expense and other income and expense are evaluated on a consolidated basis and are not allocated to the Company's business segments.

Net revenue and earnings from operations are summarized as follows for the three and nine months ended November 3, 2007 and October 28, 2006 (in thousands):

	Three Months Ended		Nine Months Ended	
	Nov. 3, 2007	Oct. 28, 2006	Nov. 3, 2007	Oct. 28, 2006
Net revenue:				
Retail operations	\$ 210,407	\$ 178,834	\$ 591,509	\$ 495,790
Wholesale operations	76,901	43,939	193,375	110,123
European operations	159,363	89,141	386,170	205,023
Licensing operations	22,408	16,902	64,261	45,512
	<u>\$ 469,079</u>	<u>\$ 328,816</u>	<u>\$ 1,235,315</u>	<u>\$ 856,448</u>
Earnings from operations:				
Retail operations	\$ 31,440	\$ 26,787	\$ 79,093	\$ 61,415
Wholesale operations	17,261	9,040	38,155	17,506
European operations	45,856	31,103	92,939	56,266
Licensing operations	17,969	13,115	54,433	38,235
Corporate overhead	(16,882)	(13,880)	(51,681)	(39,332)
	<u>\$ 95,644</u>	<u>\$ 66,165</u>	<u>\$ 212,939</u>	<u>\$ 134,090</u>

Due to the seasonal nature of these business segments, the above net revenue and operating results are not necessarily indicative of the results that may be expected for the full fiscal year.

(7) Borrowings and Capital Lease Obligations

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

	Nov. 3, 2007	Feb. 3, 2007
Short-term borrowings with European banks	\$ 41,171	\$ 18,831
European capital lease, maturing quarterly through 2016	20,233	19,309
	<u>61,404</u>	<u>38,140</u>
Less short-term borrowings and current installments of capital lease obligations	43,252	20,804
Capital lease obligations, excluding current installments	<u>\$ 18,152</u>	<u>\$ 17,336</u>

On September 19, 2006, the Company and certain of its affiliates entered into a credit facility led by Bank of America, N.A., as administrative agent for the lenders (the "Credit Facility"). The Credit Facility provides for an \$85 million revolving multicurrency line of credit and is available for direct borrowings and the issuance of letters of credit, subject to certain letters of credit sublimits. The Credit Facility is scheduled to mature on September 30, 2011. The Credit Facility replaced the (a) Amended and Restated Loan and Security Agreement by and among Wachovia Capital Finance Corporation (Western) (formerly known as Congress Financial Corporation (Western)) and Guess, Guess? Retail, Inc. and Guess.com, Inc., dated as of December 20, 2002, as amended, and (b) Canadian Loan and Security Agreement by and among Wachovia Capital Finance Corporation (Canada) (formerly known as Congress Financial Corporation (Canada)) and Guess Canada, dated as of December 20, 2002, as amended (together, the "Prior Credit Facility").

The obligations under the Credit Facility are guaranteed by certain of the Company's existing and future domestic subsidiaries, and such obligations, including the guarantees, are secured by (a) substantially all present and future property and assets of the Company and each guarantor and (b) the equity interests of certain of the Company's direct and indirect U.S. subsidiaries and 65% of the equity interests of the Company's first tier foreign subsidiaries.

Direct borrowings under the Credit Facility will be made, at the Company's option, as (a) Eurodollar Rate Loans, which shall bear interest at the published LIBOR rate for the respective interest period plus an applicable margin (which was 0.50% at November 3, 2007) based on the Company's leverage ratio at the time, or (b) Base Rate Loans, which shall bear interest at the higher of (i) for domestic loans, 0.50% in excess of the federal funds rate, and for Canadian loans, 0.50% in excess of the average rate for 30 day Canada dollar bankers' acceptances, or (ii) the rate of interest as announced by Bank of America as its "prime rate," in each case as in effect from time to time, plus an applicable margin (which was 0.0% at November 3, 2007) based on the Company's leverage ratio at the time. 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. At November 3, 2007, the Company had \$24.2 million in outstanding standby letters of credit, \$17.7 million in outstanding documentary letters of credit and no outstanding borrowings under the Credit Facility.

The Credit Facility requires the Company to comply with a leverage ratio and a fixed charge coverage ratio. In addition, the Credit Facility contains customary covenants, including covenants that limit or restrict the Company and 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 Company, through its European subsidiaries, maintains short-term borrowing agreements, primarily for working capital purposes, with various banks in Italy. Under these agreements, which are generally secured by certain European accounts receivable, the Company can borrow up to \$151.7 million, limited by accounts receivable balances at the time of borrowing. Based on the applicable accounts receivable balances at November 3, 2007, the Company could have borrowed up to approximately \$148.3 million under these agreements. In addition, the Company can borrow up to an additional \$15.0 million under one of the agreements, which is secured by a standby letter of credit issued under the Credit Facility. As of November 3, 2007, approximately \$7.1 million of this incremental \$15.0 million arrangement was available for future borrowings. At November 3, 2007, the Company had \$40.9 million of outstanding borrowings and \$21.1 million in outstanding documentary letters of credit under these agreements. The agreements are denominated in Euros, have no financial ratio covenants or stated maturities and provide for annual interest rates ranging from 4.2% to 5.0%. In addition, as part of the acquisition of Focus Europe S.r.l., as described in Note 12 to the Condensed Consolidated Financial Statements, effective December 31, 2006, the Company acquired \$0.3 million of bank debt with an interest rate of Euribor six-month rate plus 1.0%. The Company has classified this debt as current as it intends to pay this debt off in the short-term.

The Company entered into a capital lease of approximately \$16.0 million in December 2005 for a new building in Florence, Italy, with subsequent build-outs which were completed in 2006. Key functions related to the Company's Italian operation are located in this building, including design and merchandising. This transaction resulted in a capital lease obligation of \$20.2 million as of November 3, 2007. The Company entered into separate interest rate swap

agreements designated as non-hedging instruments resulting in a fixed rate of 3.55%. These interest rate swap agreements mature through 2016 and convert the nature of the capital lease obligation from Euribor floating rate debt to fixed rate debt. The fair value of the interest rate swap asset as of November 3, 2007 was approximately \$0.7 million.

The Company's 51% owned Mexican subsidiary has a short-term borrowing agreement with a bank in Mexico expiring November 14, 2008, which is secured by one of our customer's stand-by letter of credit for \$1.7 million. The annual interest rate is Interbank Equilibrium Interest Rate ("TIE") plus 1.0%. At November 3, 2007, the Company had no outstanding borrowings under this agreement.

(8) Stock-Based Compensation

The following table summarizes the stock-based compensation expense recognized under all of the Company's stock plans during the three and nine months ended November 3, 2007 and October 28, 2006 (in thousands):

	Three Months Ended		Nine Months Ended	
	Nov. 3, 2007	Oct. 28, 2006	Nov. 3, 2007	Oct. 28, 2006
Stock options	\$ 1,383	\$ 1,281	\$ 4,072	\$ 3,313
Nonvested stock awards/units	3,614	579	9,079	1,288
Employee Stock Purchase Plan	117	97	390	364
Total stock-based compensation expense	\$ 5,114	\$ 1,957	\$ 13,541	\$ 4,965

Unrecognized compensation cost related to nonvested stock options and nonvested stock awards/units totaled approximately \$10.3 million and \$48.3 million, respectively, as of November 3, 2007.

The weighted average fair values of options at their grant date during the nine months ended November 3, 2007 and October 28, 2006 were \$20.18 and \$11.21, respectively.

On January 1, 2007, the Company granted Paul Marciano, Chief Executive Officer and Vice Chairman, one million nonvested stock awards which are subject to certain performance-based vesting conditions over a five year period.

On March 19, 2007, the Company made an annual grant of 206,500 stock options and 243,830 nonvested stock awards/units to its employees.

On August 6, 2007, the Company granted Carlos Alberini, President and Chief Operating Officer, 150,000 nonvested stock awards which are subject to certain performance-based vesting conditions over a four and one-half year period.

(9) Related Party Transactions

The Company is engaged in various transactions with entities affiliated with trusts for the respective benefit of Maurice and Paul Marciano, who are executives of the Company, Armand Marciano, their brother and former executive of the Company, and certain of their children ("the Marciano Trusts").

The Company leases manufacturing, warehouse and administrative facilities from partnerships affiliated with the Marciano Trusts and certain of their affiliates. There were three of these leases in effect at November 3, 2007, with expiration dates in February 2008, July 2008 and December 2014.

Aggregate rent expense under the related party leases in effect was \$2.6 million and \$2.5 million, respectively, for the nine months ended November 3, 2007 and October 28, 2006. The Company believes the related party leases have not been significantly affected by the fact that the Company and the lessors are related.

The Company periodically charters aircraft owned by MPM Financial, LLC ("MPM Financial"), an entity affiliated with the Marciano Trusts, through an independent third party management company contracted by MPM Financial to manage its aircraft. Pursuant to the original arrangements with MPM Financial and the Air Group, Inc. (the "Air Group"), MPM Financial's original third party aircraft management company, the Company was entitled to receive a 10% discount from the standard hourly charter rates charged by the Air Group. The arrangements among the Company, MPM Financial and the Air Group were subsequently terminated and a new independent third party, Avjet Corporation ("Avjet"), has been engaged by MPM Financial to manage its aircraft. Under an informal arrangement with MPM Financial and Avjet, the Company has and may from time to time continue to charter aircraft owned by MPM Financial through Avjet at a discount from Avjet's preferred customer hourly charter rates. The total fees paid under these arrangements during the first nine months ended November 3, 2007 and October 28, 2006, were \$0.4 million and \$0.3 million, respectively.

In May 2006, the Company entered into an agreement to acquire a new corporate aircraft with a scheduled delivery date in December 2007 and has made down payments of approximately \$16.5 million, with additional progress payments totaling \$2.4 million to be made through the expected delivery date. The Company was considering entering into a sale and leaseback arrangement on completion of construction of the aircraft. However, after a further review of the Company's investment options and related expenses, the Company concluded that it would be more cost effective and beneficial to the Company if Maurice and Paul Marciano were to acquire the aircraft through MPM Financial and make the aircraft available for charter use by the Company on a similar basis as described above. As a result of this determination, Maurice and Paul Marciano were approached and have agreed in principle to have the aircraft purchase agreement assigned to MPM Financial in exchange for payment to the Company of an amount equal to the full \$16.5 million in down payments made by the Company plus certain other related costs incurred by the Company. The assignment of the aircraft purchase agreement to MPM Financial is expected to occur

during the fourth quarter of fiscal 2008 and should result in a gain to the Company of approximately \$0.5 million to be recorded in the quarter ending February 2, 2008.

On January 1, 2003, the Company entered into a license agreement with BARN S.r.l. ("BARN"), an Italian corporation, under which the Company granted BARN the right to manufacture and distribute children's clothing in certain territories of Europe for a term of three years. The license agreement was amended as of June 19, 2006 to, among other things, extend the term until December 31, 2009. The license agreement has terms substantially similar to the Company's other license agreements. Two key employees of the Company's wholly-owned subsidiary, GUESS? Italia, S.r.l., own BARN. During the nine months ended November 3, 2007 and October 28, 2006, the Company recorded \$1.3 million and \$1.1 million in revenues, respectively, related to this license. At November 3, 2007, the Company had \$0.6 million royalty receivables due from BARN. The receivables outstanding at February 3, 2007 were negligible. The Company is currently performing due diligence in connection with the Company's proposed acquisition of BARN, which is currently expected to occur during the fourth quarter of fiscal 2008.

These related party disclosures should be read in conjunction with the disclosure concerning related party transactions in the Company's Form 10-K for the year ended December 31, 2006.

(10) Commitments and Contingencies

Leases

The Company leases its showrooms and retail store locations under operating lease agreements expiring on various dates through January 2019. Some of these leases require the Company to make periodic payments for property taxes, utilities and common area operating expenses. Certain 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 2011.

Incentive Bonuses

Certain officers and key employees of the Company are entitled to incentive bonuses, primarily based on net earnings of the Company or earnings of the particular operations impacted by these key employees. In addition, on September 27, 2005 the Compensation Committee of the Board of Directors of the Company approved performance criteria for the payment of special bonuses to Paul Marciano, Chief Executive Officer and Vice Chairman of the Board of the Company, under the Company's 2004 Equity Incentive Plan if the performance targets with respect to future earnings from operations for the Company's licensing segment are met. The Company recorded bonus related expense of \$1.2 million, including payroll taxes, in the nine months ended November 3, 2007 related to these special licensing bonuses. If the pre-established licensing performance targets are achieved in calendar 2007 and 2008 and the Company receives a fixed cash rights payment of \$35.0 million due in 2012 from one of its licensees, the Company will record an expense of \$5.0 million in special bonus, plus applicable payroll taxes, which will be payable to Paul Marciano through January 2012.

Litigation

On February 1, 2005, a complaint was filed by Michele Evets against the Company in the Superior Court of the State of California for the County of San Francisco. The complaint purported to be a class action filed on behalf of current and former GUESS? store managers in California. Plaintiffs sought overtime wages and a preliminary and permanent injunction. The Company answered the complaint on April 28, 2005. The parties participated in a voluntary mediation in August 2006 and in February 2007 executed a settlement agreement, which became effective upon final court approval on November 1, 2007. As of November 3, 2007, the Company accrued \$0.7 million related to the net charges expected to be paid in connection with the proposed settlement arrangement.

In 2006, the Officers of the Florence Customs Authorities ("Customs Authorities") began an import customs audit with respect to the Company's Italian subsidiary, Maco Apparel S.p.A. ("Maco"), in Florence, Italy, acquired on January 3, 2005. Maco was the Italian licensee of GUESS? jeanswear for men and women in Europe. As part of the audit, the Customs Authorities considered whether the Italian subsidiary should have included the royalty expense payable to Guess?, Inc., the parent company, as part of the cost of the product subject to customs duties. The Customs Authorities have subsequently reviewed specific transactions which occurred in 2003, 2004 and 2005 and provided a preliminary assessment that the royalty expenses are subject to customs duties and related penalties. The Company is disputing the Customs Authorities assessment and intends to vigorously defend its position. In addition, under the terms of the Maco purchase agreement, the seller is required to indemnify the Company for 90% of any loss with respect to Maco for periods prior to the acquisition. The first hearing with the Florence Provincial Tax Commission occurred on October 29, 2007. A judgment was subsequently received that was favorable to the Company on certain aspects of the claim and unfavorable on other aspects of the claim. The Company will appeal the unfavorable aspects of the judgment. The Company has concluded that the amount of any possible loss would not be material to the Company's consolidated financial statements and that the likelihood of incurring a loss is less than probable. Accordingly, no liability related to this matter has been accrued.

The Company is also involved in various other employment-related claims and other matters incidental to the Company's business, the resolution of which is not expected to have a material adverse effect on the Company's consolidated results of operations or financial position. With the exception of the class action accrual discussed above, no material amounts were accrued as of November 3, 2007 related to any of the Company's other legal proceedings.

(11) Supplemental Executive Retirement Plan

The components of net periodic pension cost for the three and nine months ended November 3, 2007 and October 28, 2006 were as follows (in thousands):

Three Months Ended

Nine Months Ended

	Nov. 3, 2007	Oct. 28, 2006	Nov. 3, 2007	Oct. 28, 2006
Service cost	\$53	\$35	\$159	\$105
Interest cost	431	295	1,293	885
Net amortization of unrecognized prior service cost	436	436	1,308	1,308
Net amortization of actuarial losses	145	—	435	—
Net periodic defined benefit pension cost	\$1,065	\$766	\$3,195	\$2,298

As a non-qualified pension plan, no funding of the SERP is required. However, the Company expects to make annual payments into an insurance policy held in a rabbi trust to fund the expected obligations arising under the non-qualified SERP. The Company has made three payments into the policy as of November 3, 2007. The cash surrender value of the insurance policy was \$10.3 million as of November 3, 2007 and is included in other assets. The amount of future payments may vary, depending on the future years of service, future annual compensation of the participants and investment performance of the trust.

(12) Focus Acquisition

Effective December 31, 2006, Guess?, Inc., through its wholly-owned subsidiary, GUESS? Europe, B.V. (“Purchaser”), completed the acquisition of 75% of the equity interest of Focus Europe S.r.l. (“Focus”) from Focus Pull S.p.A. (“Seller”). The Focus agreement also provided for the acquisition of 75% of the equity interest of Focus Spain S.A. (“Focus Spain”).

11

Since 1997, the Company has licensed to Focus the right to manufacture, distribute and retail “GUESS by MARCIANO” contemporary apparel for women and men in Europe, the Middle East and Asia. The acquisition of the licensee is expected to further accelerate the Company’s expansion in Europe.

The combined Focus and Focus Spain purchase price was finalized in October 2007 in the amount of €19.4 million (\$25.6 million) after resolving certain purchase price adjustments and other contingencies with the Seller. The assets included in the Focus entity acquired at closing comprised inventories not older than one year, certain long term assets used to operate the business including leasehold interests related to four GUESS by MARCIANO stores and approximately €1.1 million (\$1.5 million) in cash to pay for certain acquired obligations. These obligations, that included certain royalties payable to the Company under the pre-existing license agreement and certain amounts due under a loan agreement, were explicitly limited to the €1.1 million (\$1.5 million) cash acquired. The Purchaser did not assume any trade receivables, other payables or other debt as part of the Focus acquisition.

At closing, the Purchaser paid approximately €10.0 million (\$13.2 million) in cash and the Company issued €2.0 million (\$2.6 million) in Guess?, Inc. common stock based on the stock price at the closing date. After resolving the purchase price contingencies, final payments totaling €7.4 million (\$9.8 million) were made to the Seller.

The agreement also provides that at specific times during 2008, 2009 and 2010, the Seller may require the Purchaser to acquire the remaining 25% of equity interests in Focus and Focus Spain for cash based upon a multiple of their combined net income for the immediately preceding fiscal year. The agreement further provides that, at a specific time in 2011, the Purchaser will have the option to purchase the remaining 25% of equity interest in Focus and Focus Spain for cash based upon a multiple of their consolidated net income for the immediately preceding fiscal year.

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed at the date of acquisition of Focus and Focus Spain (in thousands):

Current assets	\$ 18,217
Property and equipment, net	1,609
Goodwill	4,590
Intangible assets	10,091
Total assets acquired	34,507
Current liabilities	(1,680)
Deferred tax liabilities	(4,547)
Minority interest	(4,148)
Net assets acquired, excluding cash of \$1.5 million	\$ 24,132

The \$10.1 million of acquired intangible assets primarily represents the acquisition value of the pre-existing Focus license arrangement and lease acquisition costs, both of which are subject to amortization. The intangible assets acquired from Focus have a weighted-average useful life of approximately 4.0 years. The annual amortization expense over the next four years for the Focus acquired intangible assets is estimated to be approximately \$2.2 million each year for fiscal 2008 through fiscal 2011 and is recorded as an expense in the European operations segment. Goodwill associated with this acquisition is recorded in the European operations segment and is non-deductible for tax purposes.

(13) Derivative Financial Instruments

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 and swaps to hedge the risk of foreign currency rate fluctuations. The Company has elected to apply the hedge accounting rules as required by SFAS No. 133 (“SFAS 133”), “Accounting for Derivative Instruments and Hedging Activities,” for certain of these hedges. The Company’s objective is to hedge the variability in forecasted cash flow due to the foreign currency risk (USD/Canadian exchange rate) associated with certain anticipated inventory purchases on a first dollar basis for specific months.

During the nine months ended November 3, 2007, the Company purchased U.S. dollar forward contracts in Canada totaling US\$45.0 million to hedge forecasted merchandise purchases that were designated as cash-flow hedges at November 3, 2007. As of November 3, 2007, approximately US\$30.0 million were outstanding. Our derivative financial instruments are recorded on the consolidated balance sheet at fair value based on quoted market rates. These forward contracts are used to hedge forecasted merchandise purchases over specific months. Changes in the fair value of forward contracts designated as cash-flow hedges are recorded as a component of accumulated other comprehensive earnings within stockholders' equity, and are recognized in cost of goods sold in the period which approximates the time the hedged merchandise inventory is sold. An unrealized loss of approximately US\$3.2 million, net of tax, has been recorded in accumulated other comprehensive income at November 3, 2007, and will be recognized as a charge to cost of goods sold over the next sixteen months at the then current values, which can be different than the current quarter-end values. At November 3, 2007, the unrealized loss of the remaining open forward contracts was approximately US\$3.7 million and was recorded in current liabilities on the consolidated balance sheet.

(14) Subsequent Events

On December 4, 2007, the Company announced a regular quarterly cash dividend of \$0.08 per share on the Company's common stock. The dividend will be payable on January 4, 2008 to shareholders of record at the close of business on December 19, 2007.

ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

IMPORTANT NOTICE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q, including documents incorporated by reference herein, contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements may also be contained in the Company's other reports filed under the Securities Exchange Act of 1934, as amended, in its press releases and in other documents. In addition, from time to time, the Company through its management may make oral forward-looking statements. These statements relate to analyses and other information based on forecasts of future results and estimates of amounts not yet determinable. These statements also relate to our future prospects and proposed new products, services, developments or business strategies. These forward-looking statements are identified by their use of terms and phrases such as "anticipate", "believe", "could", "estimate", "expect", "intend", "may", "plan", "predict", "project", "will", "continue", 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 relating to the Company's 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 and closings, plans regarding business growth, E-commerce, business seasonality, industry trends, consumer demands and preferences, competition 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 difference include those discussed under "Item 1A. Risk Factors" contained in the Company's most recent Annual Report on Form 10-K for the fiscal year ended December 31, 2006.

Summary

The business segments of the Company are retail, wholesale, European and licensing operations. Information relating to these segments is summarized in Note 6 to the Condensed Consolidated Financial Statements. The Company believes this segment reporting reflects how its four business segments are managed and each segment's performance is evaluated. The retail segment includes the Company's retail operations in North America. The wholesale segment includes the wholesale operations in North America, and internationally, excluding Europe. The European segment includes both wholesale and retail operations in Europe. The licensing segment includes the worldwide licensing operations of the Company. The business segments operating results exclude corporate overhead costs, which consist of shared costs of the organization. These costs are presented separately and generally include, among other things, the following unallocated corporate costs: information technology, human resources, accounting and finance, executive compensation, facilities and legal.

We derive our net revenue from the sale of GUESS? men's and women's apparel, MARCIANO women's apparel, G by GUESS men's and women's apparel, GUESS by MARCIANO men's and women's apparel, and our licensees' products through our worldwide network of retail stores, wholesale customers and distributors, as well as our on-line stores. We also derive royalty revenues from worldwide licensing activities.

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

On January 18, 2007, the Board of Directors of the Company approved a change in the Company's fiscal year end from December 31 to the Saturday nearest January 31 of each year. The change, which aligned the Company's reporting cycle with the National Retail Federation ("NRF") fiscal calendar and is expected to provide for more consistent quarter-to-quarter comparisons, is effective for the Company's 2008 fiscal year. The Company's 2008 fiscal year began on February 4, 2007 and will end on February 2, 2008, resulting in a one-month transition period that began January 1, 2007 and ended February 3, 2007. The

unaudited results of the one month ended February 3, 2007 were included in the Company's Form 10-Q filed on June 13, 2007. The audited results for the one month ended February 3, 2007 will be included separately in the Company's Annual Report on Form 10-K for the fiscal year ending February 2, 2008.

The three and nine months ended November 3, 2007 had the same number of days as the three and nine months ended October 28, 2006.

The Company reports NRF calendar comparable store sales on a quarterly basis for its full-price retail and factory outlet stores in the U.S. and Canada. A store is considered comparable after it 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 is removed from the comparable store base until it has been opened at its new size, in its new location or under its new concept for 13 full months.

Executive Summary

The Company

The Company's operations generated net earnings of \$58.3 million, or diluted earnings of \$0.62 per share, for the quarter ended November 3, 2007, compared to net earnings of \$44.0 million, or diluted earnings of \$0.48 per share, for the quarter ended October 28, 2006. All of our business segments contributed to this growth. The European segment was the largest contributor to the growth in revenues and earnings from operations, representing 50.1% of the consolidated revenue growth and 50.0% of the consolidated earnings from operations growth. The consolidated results also reflected higher comparable store sales growth and retail store expansion in the retail segment. During the quarter, our wholesale segment increased revenues, driven by our new South Korea operation and stronger product performance in North America. Our licensing business increased revenues across all key accessories categories and footwear.

Total net revenues increased 42.7% to \$469.1 million for the quarter ended November 3, 2007, from \$328.8 million for the quarter ended October 28, 2006. Gross margin declined 40 basis points to 46.6% for the quarter ended November 3, 2007, compared to the same prior year period. The decline in overall gross margin was driven by a lower product margin in our European segment. This decline was partially offset by the overall mix shift toward our European business, which still generated a higher margin than our retail and wholesale segments, and occupancy leverage in North American retail. SG&A expenses increased 39.0% to \$122.8 million for the quarter ended November 3, 2007 compared to \$88.4 million for the quarter ended October 28, 2006. This increase in SG&A expenses was driven by investments in new businesses, including Focus Europe S.r.l. ("Focus"), the Company's South Korea operation and the launch of our new G by GUESS concept, along with investments in infrastructure in Europe. Selling and merchandising costs, advertising and marketing costs, and performance-based compensation expenses in our existing businesses were also higher. As a percentage of revenues, SG&A expense decreased 70 basis points to 26.2% for the quarter ended November 3, 2007, compared to the prior-year quarter. Overall, the decrease in SG&A spending as a percentage of net revenues, partially offset by lower gross margin, resulted in an increase in the Company's operating margin to 20.4% for the quarter ended November 3, 2007, up 30 basis points from 20.1% for the quarter ended October 28, 2006. Our effective income tax rate increased 360 basis points to 38.8% for the quarter ended November 3, 2007 compared to 35.2% in the prior year quarter primarily due to the generation of capital gains in the prior year, which allowed the Company to realize capital loss carry forwards and favorable tax audit settlements in that period.

The Company had \$191.9 million in cash and cash equivalents as of November 3, 2007, compared to \$180.2 million as of October 28, 2006. Total debt, including capital lease obligations, as of November 3, 2007, was \$61.4 million, down \$32.3 million from \$93.7 million as of October 28, 2006. The reduction of debt was driven primarily by the early redemption of the Company's 6.75% secured notes of \$32.8 million at the end of 2006. Accounts receivable increased by \$122.9 million, or 70.7%, to \$296.6 million at November 3, 2007, compared to \$173.8 million at October 28, 2006. The increase in accounts receivable primarily supported the revenue growth in Europe, including revenues from the recently acquired 75% interest in the Focus operation and the revenue growth in South Korea and Greater China. Currency translation fluctuations accounted for \$27.5 million of the increase in accounts receivable. Inventory increased by \$78.4 million, or 54.3%, to \$223.0 million as of November 3, 2007, compared to \$144.5 million as of October 28, 2006. Approximately \$37.8 million of this increase was attributable to new businesses including Focus, our new South Korea operation, our Mexico and Greater China operations and our new G by GUESS store concept. The remaining inventory increase was related to anticipated sales growth in our European and North American operations. Currency fluctuations resulted in a higher translation impact on the current quarter's ending inventory of approximately \$12.2 million compared to the year ago amount.

Retail

Our retail segment, comprising North American full-priced retail and factory outlet stores and E-commerce, generated net sales of \$210.4 million during the quarter ended November 3, 2007, an increase of 17.7% from \$178.8 million in the prior year period. This growth was driven by a comparable store sales increase of 15.8% and a larger store base, which represented a net 5.4% increase in average square footage compared to the quarter ended October 28, 2006. The increase in net revenue was primarily due to growth in our women's, accessories, men's, and footwear lines of business. Retail earnings from operations increased by \$4.7 million to \$31.4 million for the quarter ended November 3, 2007, compared to \$26.8 million for the quarter ended October 28, 2006. This increase was primarily driven by higher sales volume and resulting gross profit, partially offset by increased occupancy costs and spending to support the higher sales and the larger store base, and investments in infrastructure to support our new G by GUESS brand concept. Operating margin decreased 10 basis points to 14.9% in the quarter ended November 3, 2007, compared to 15.0% in the quarter ended October 28, 2006.

In the quarter, we opened 19 new stores and closed one underperforming store in the U.S. and Canada. At November 3, 2007, we operated 365 stores in the

U.S. and Canada, comprised of 186 full-priced retail stores, 96 factory outlet stores, 36 Marciano stores, 16 GUESS? Accessories stores and 31 G by GUESS stores. This compares to 332 stores as of October 28, 2006. We have continued to develop the MARCIANO and GUESS? Accessories concept stores, and we believe that over time these concepts can grow to become significant chains in North America. The MARCIANO brand, a contemporary line that commands higher price points, is also available in approximately one third of our full-price GUESS? retail stores in the U.S. and Canada. G by GUESS, which launched in early 2007, is a new brand and store concept that offers a full line of apparel for women and men and a full line of accessories and footwear to support the lifestyle of this customer and is aimed to capture a market demographic that is younger and shops price points between our factory and full-priced retail stores.

Wholesale

Wholesale segment revenues increased by \$33.0 million, or 75.0%, to \$76.9 million for the quarter ended November 3, 2007, from \$43.9 million for the quarter ended October 28, 2006. The increase in net revenues was primarily due to international expansion, including South Korea (which we began to operate directly in January 2007), coupled with growth in the North American wholesale business. Earnings from operations for the wholesale segment improved by \$8.2 million, or 90.9%, to \$17.3 million for the quarter ended November 3, 2007, from \$9.0 million for the prior year period, driven by increased sales in Asia and higher gross margin as a result of higher mark-ups in the North American wholesale business, partially offset by increased spending on infrastructure to support the growth of the new businesses in Asia. Operating margin increased 180 basis points to 22.4% in the quarter ended November 3, 2007, compared to 20.6% for the quarter ended October 28, 2006.

Europe

In Europe, revenues increased by \$70.2 million, or 78.8%, to \$159.4 million for the quarter ended November 3, 2007, compared to \$89.1 million for the quarter ended October 28, 2006. The majority of the revenue growth was generated by the European wholesale business, driven by our continued growth in both our existing accessories and apparel businesses and our acquisition of a 75% equity interest in Focus on December 31, 2006, the Company's licensee for GUESS by MARCIANO contemporary apparel for women and men in Europe, the Middle East and Asia. In addition, at November 3, 2007, we directly operated 33 stores in Europe, which includes the four stores acquired as part of the Focus acquisition, compared to 20 stores in the prior year quarter. Earnings from operations from our European segment increased by \$14.8 million, or 47.4%, to \$45.9 million for the quarter ended November 3, 2007, from \$31.1 million for the quarter ended October 28, 2006. Operating margin decreased 610 basis points to 28.8% in the quarter ended November 3, 2007, compared to 34.9% for the quarter ended October 28, 2006 due to lower product margin and increased spending to support the growth of our infrastructure in the European region, including our investment in the new European headquarters based in Lugano, Switzerland.

Licensing

Our licensing business revenues increased by \$5.5 million, or 32.6%, to \$22.4 million for the quarter ended November 3, 2007, from \$16.9 million for the quarter ended October 28, 2006. This increase was driven by growth in sales of several product categories, especially handbags, footwear and watches, and the increased recognition of licensing revenues as a result of the amortization of fixed cash rights payments received from licensees in connection with previously renegotiated contracts based on the periods these contracts represent. The increase in net royalties was partially offset by the loss of royalty revenue from our GUESS by MARCIANO and South Korean licensees, both of which we now operate directly and are, therefore, no longer a part of the licensing segment. Licensing segment earnings from operations increased \$4.9 million, or 37.0%, to \$18.0 million for the quarter ended November 3, 2007, from \$13.1 million for the quarter ended October 28, 2006. Operating margin increased 260 basis points to 80.2% in the quarter ended November 3, 2007 compared to 77.6% for the quarter ended October 28, 2006.

Outside of the U.S. and Canada, in the quarter ended November 3, 2007, together with our partners we opened 66 new stores, including 20 in Europe, 43 in Asia and 3 stores in Central America. We ended the quarter with 560 stores outside of the U.S. and Canada, of which 402 were GUESS? stores, 34 were GUESS by MARCIANO stores, 119 were GUESS? Accessories stores and 5 were accessories concessions based in South Korea and China that are directly operated by the Company. Of the 560 stores, 56 were operated by the Company and 504 were operated by licensees or distributors. This store count does not include 52 jeans concessions located in South Korea and China because of their smaller store size in relation to our standard international store size.

Corporate Overhead

Corporate overhead increased by \$3.0 million, or 21.6%, to \$16.9 million in the quarter ended November 3, 2007, from \$13.9 million for the quarter ended October 28, 2006. This increase was primarily due to increased performance-based compensation costs.

Application of Critical Accounting Policies

Our critical accounting policies reflecting our estimates and judgments are described in Part II, Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations*, in our Annual Report on Form 10-K for the year ended December 31, 2006, filed with the SEC on March 1, 2007. With the exception of the adoption of FIN 48 in January 2007, the accounting for derivatives and the accounting for gift card breakage income discussed below, we have not changed those policies since such date.

The Company adopted FIN 48 in January 2007. FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with SFAS 109 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. FIN 48 also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. The Company adopted FIN 48 in the one month ended February 3, 2007. The adoption of FIN 48 did not have a material impact on the Company's financial position and results of operations. The Company's continuing practice is to recognize

interest and penalties related to income tax matters in income tax expense. See Note 5 to the Condensed Consolidated Financial Statements for further information regarding the adoption of FIN 48.

The Company operates in foreign countries, which exposes us to market risk associated with foreign currency exchange rate fluctuations. The Company has entered into certain forward contracts and swaps to hedge the risk of foreign currency rate fluctuations. The Company has elected to apply the hedge accounting rules as required by SFAS No. 133 ("SFAS 133"), "Accounting for Derivative Instruments and Hedging Activities," for certain of these hedges. The Company's objective is to hedge the variability in forecasted cash flow due to the foreign currency risk (USD/Canadian exchange rate) associated with certain anticipated inventory purchases on a first dollar basis for specific months. Changes in the fair value of forward contracts designated as cash-flow hedges are recorded as a component of accumulated other comprehensive earnings within stockholders' equity, and are recognized in cost of goods sold in the period which approximates the time the hedged merchandise inventory is sold.

The Company completed its analysis of unredeemed electronic gift card liabilities in the quarter ended August 4, 2007 for the U.S. retail business. 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. Beginning with the quarter ended August 4, 2007, these 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 of approximately 6.5% in the quarter ended August 4, 2007 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. 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. As of November 3, 2007, the Company has recognized \$3.4 million gift card breakage to revenue, of which \$3.1 million, or \$0.02 per diluted share, was a one-time cumulative adjustment recognized in the quarter ended August 4, 2007. Any future revisions to the estimated breakage rate may result in changes in the amount of breakage income recognized in future periods.

RESULTS OF OPERATIONS

Three months ended November 3, 2007 and October 28, 2006.

NET REVENUE. Net revenue for the quarter ended November 3, 2007 increased by \$140.3 million, or 42.7%, to \$469.1 million, from \$328.8 million for the quarter ended October 28, 2006. All segments contributed to this revenue growth with double-digit percentage increases. Our European segment was the largest contributor to this revenue growth.

Net revenue from retail operations increased by \$31.6 million, or 17.7%, to \$210.4 million for the quarter ended November 3, 2007, from \$178.8 million for the quarter ended October 28, 2006. The increase was driven by a comparable store sales growth of 15.8% and an average of 28 net additional stores during the quarter ended November 3, 2007 resulting in a 5.4% increase in average square footage compared to the prior year period. Currency translation fluctuations accounted for \$4.1 million of the increase in net revenue relating to our Canadian retail stores.

Net revenue from wholesale operations increased by \$33.0 million, or 75.0%, to \$76.9 million for the quarter ended November 3, 2007, from \$43.9 million for the quarter ended October 28, 2006. Approximately 80% of this revenue growth was generated outside of the U.S., primarily in Asia, including revenue from our new South Korean operation. Our North American wholesale net revenue growth was primarily attributable to strong product performance. Our products were sold in the U.S. in approximately 1,005 doors at the end of the quarter, compared to 970 doors at the end of the prior year quarter. Currency translation fluctuations accounted for \$1.2 million of the increase in net revenue relating to our Canadian wholesale business.

Net revenue from European operations increased by \$70.2 million, or 78.8%, to \$159.4 million for the quarter ended November 3, 2007, from \$89.1 million for the quarter ended October 28, 2006. The acquisition of a 75% equity interest in Focus contributed to this revenue growth, combined with growth in our accessories, footwear and core apparel businesses and same store sales growth in our existing retail stores and the addition of new retail stores. Currency translation fluctuations accounted for \$12.8 million of the increase in net revenue relating to our European operations.

Net royalty revenue from licensing operations increased by \$5.5 million, or 32.6%, to \$22.4 million for the quarter ended November 3, 2007, from \$16.9 million for the quarter ended October 28, 2006. The increase was the result of the strength of the accessories business, particularly handbags, footwear, and watches, and the recognition of additional licensing revenues as a result of the amortization of fixed cash rights payments received from licensees in connection with previously renegotiated contracts based on the periods these contracts represent. Licensing revenues in the current period did not include any royalty revenue from our GUESS by MARCIANO and South Korean licensees, both of which we now operate directly, as the underlying sales are now reported as revenue in the European and wholesale segments, respectively.

GROSS PROFIT. Gross profit increased by \$64.0 million, or 41.4%, to \$218.5 million for the quarter ended November 3, 2007, from \$154.5 million for the quarter ended October 28, 2006. The increase in gross profit primarily resulted from sales growth in all segments.

- Gross profit for the retail segment increased by \$11.5 million, or 16.4%, to \$81.7 million for the quarter ended November 3, 2007, from \$70.2 million for the quarter ended October 28, 2006, primarily due to higher sales volume and higher average selling prices, partially offset by higher occupancy costs.
- Gross profit for the wholesale segment increased by \$13.3 million, or 80.0%, to \$29.9 million for the quarter ended November 3, 2007, from \$16.6 million in the prior year period, primarily due to the increase in international sales volume and higher sales coupled with higher mark-ups in our North American wholesale business.

- Gross profit for the European operations increased by \$33.6 million, or 66.1%, to \$84.5 million for the quarter ended November 3, 2007, from \$50.9 million in the prior year period. The increase in our European gross profit was primarily attributable to higher sales volume in the existing European operations and the acquisition of a 75% equity interest in Focus at the end of 2006, partially offset by a lower product gross margin.
- Gross profit for the licensing segment increased by \$5.5 million, or 32.6%, to \$22.4 million for the quarter ended November 3, 2007, from \$16.9 million in the prior year period. The licensing gross profit improvement was primarily the result of the strong sales performance of accessories, especially handbags, footwear and watches.

Gross margin (gross profit as a percentage of total net revenues) decreased 40 basis points to 46.6% for the quarter ended November 3, 2007, from 47.0% for the quarter ended October 28, 2006. The decline in gross margin was driven by the lower product margin in our European segment. This decline was partially offset by the overall mix shift toward our higher margin European business, occupancy leverage in North American retail and better gross margin in the wholesale segment.

The Company's gross margin may not be comparable to other entities since some entities include all of the costs related to their distribution in cost of product sales and others, like the Company, exclude the wholesale related distribution costs from gross margin, including them instead in selling, general and administrative expenses.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES. SG&A expenses increased by \$34.5 million, or 39.0%, to \$122.8 million for the quarter ended November 3, 2007, from \$88.4 million for the quarter ended October 28, 2006. Approximately \$17.5 million of the increase was attributable to incremental spending required to support new businesses including Focus, the South Korea operation, our new G by GUESS brand initiative and expansion in Greater China and Mexico, and our new European headquarters in Lugano, Switzerland. In addition, the increase was also attributable to higher store selling, merchandising and distribution costs of \$8.6 million, incremental compensation expenses (primarily performance-based) of \$2.4 million, and additional advertising and marketing spending in our existing businesses of \$3.2 million. During the quarter, the Company achieved leverage over its SG&A investments. As a percentage of net revenue, SG&A expense decreased to 26.2% for the quarter ended November 3, 2007, compared to 26.9% for the quarter ended October 28, 2006.

EARNINGS FROM OPERATIONS. Earnings from operations increased by \$29.5 million, or 44.6%, to \$95.6 million for the quarter ended November 3, 2007, compared with earnings from operations of \$66.2 million for the quarter ended October 28, 2006.

- Earnings from operations for the retail segment were \$31.4 million for the quarter ended November 3, 2007, compared to earnings from operations of \$26.8 million for the quarter ended October 28, 2006. The increase was driven by the higher sales and resulting gross profit, partially offset by an increase in volume related SG&A expenses including store selling expenses and additional costs to support the new G by GUESS brand initiative. Currency translation accounted for \$1.0 million of the increase in earnings from operations for our Canadian retail stores.
- Earnings from operations for the wholesale segment were \$17.3 million for the quarter ended November 3, 2007, compared to earnings from operations of \$9.0 million for the quarter ended October 28, 2006. This increase was principally due to gross profit generated by incremental sales from our new South Korea operation and higher sales and gross profit in North America, partially offset by additional SG&A expenses in Asia, including South Korea, to build infrastructure in this region and support the increased sales. Currency translation fluctuations accounted for \$0.4 million of the increase in earnings from operations for our Canadian wholesale business.
- Earnings from operations for the European segment were \$45.9 million for the quarter ended November 3, 2007, compared to \$31.1 million for the quarter ended October 28, 2006. The increase was primarily due to the sales and gross profit resulting from our acquisition of a 75% equity interest in Focus in late 2006 combined with higher sales and gross profit in our existing European wholesale businesses and our Company-owned retail business, partially offset by higher volume related and infrastructure expansion SG&A costs in the current quarter. Currency translation fluctuations accounted for \$3.4 million of the increase in earnings from operations for our European operations.
- Earnings from operations for the licensing segment increased to \$18.0 million for the quarter ended November 3, 2007, compared to \$13.1 million for the quarter ended October 28, 2006. The improvement was the result of higher revenues generated by our accessories product licensees and the recognition of additional licensing revenues relating to the amortization of fixed cash rights payments received from licensees in connection with previously renegotiated contracts. These increases were partially offset by the loss of royalty revenue from the GUESS by MARCIANO and South Korean licensees in the period compared to the prior year period.
- Unallocated corporate overhead increased to \$16.9 million for the quarter ended November 3, 2007, compared to \$13.9 million for the quarter ended October 28, 2006, mainly due to higher performance-based compensation costs.

Lower SG&A spending as a percentage of net revenues, partially offset by a decrease in gross margin, resulted in an increase in operating margin of 30 basis points to 20.4% for the quarter ended November 3, 2007 from 20.1% for the prior year quarter.

INTEREST EXPENSE AND INTEREST INCOME. Interest expense decreased to \$0.9 million for the quarter ended November 3, 2007, compared to \$1.5 million for the quarter ended October 28, 2006, primarily due to the early redemption of the Company's 6.75% secured notes of \$32.8 million at the end of 2006. Total debt at November 3, 2007 was \$61.4 million, and was comprised of \$41.2 million of short-term bank debt from our European operations and \$20.2 million of capital lease obligations relating to our Italian facilities. On a comparable basis, the average debt balance for the quarter ended November 3, 2007 was \$53.2 million, versus an average debt balance of \$89.5 million for the quarter ended October 28, 2006. Interest income decreased to \$1.6 million

for the quarter ended November 3, 2007, compared to \$1.8 million for the quarter ended October 28, 2006, due to lower interest rates on the invested cash, partially offset by higher average invested cash balances.

OTHER INCOME, NET. Other income was \$0.7 million for the quarter ended November 3, 2007, compared to \$1.6 million for the quarter ended October 28, 2006. Other income in the quarter ended November 3, 2007 consisted of gains related to changes in foreign exchange rates on forward contracts and other foreign currency transactions, and favorable changes in value of insurance policy investments. Other income in the prior year quarter consisted of gains on sale of land and other long-term investments.

INCOME TAXES. Income tax expense for the quarter ended November 3, 2007 was \$37.6 million, or a 38.8% effective tax rate, compared to income tax expense of \$24.0 million, or a 35.2% effective tax rate, for the quarter ended October 28, 2006. Generally, income taxes for the interim periods are computed using the effective tax rate estimated to be applicable for the full fiscal year, which is subject to ongoing review and evaluation by management. The lower tax rate in the prior year was due to the generation of capital gains which allowed the Company to realize capital loss carry forwards, and favorable tax audit settlements in the prior year.

MINORITY INTEREST. The minority interest expense of \$1.2 million, net of taxes, primarily represents the portion of earnings of Focus for the quarter ended November 3, 2007 allocated to the minority interest shareholders. The Company acquired a 75% interest in Focus on December 31, 2006.

NET EARNINGS. Net earnings increased by \$14.3 million, or 32.5%, to \$58.3 million for the quarter ended November 3, 2007, from \$44.0 million for the quarter ended October 28, 2006. Diluted earnings per share increased to \$0.62 per share for the quarter ended November 3, 2007 compared to \$0.48 per share for the quarter ended October 28, 2006.

Nine months ended November 3, 2007 and October 28, 2006.

NET REVENUE. Net revenue for the nine months ended November 3, 2007 increased by \$378.9 million, or 44.2%, to \$1,235.3 million, from \$856.4 million for the nine months ended October 28, 2006. All segments contributed to this revenue growth with double-digit percentage increases. The largest contribution to this revenue growth was generated by our European segment.

Net revenue from retail operations increased by \$95.7 million, or 19.3%, to \$591.5 million for the nine months ended November 3, 2007, from \$495.8 million for the nine months ended October 28, 2006. The increase was driven by a comparable store sales growth of 15.3% and an average of 24 net additional stores during the nine months ended November 3, 2007 resulting in a 4.4% increase in average square footage compared to the prior year period. Currency translation fluctuations accounted for \$6.1 million of the increase in net revenue relating to our Canadian retail stores.

Net revenue from wholesale operations increased by \$83.3 million, or 75.6%, to \$193.4 million for the nine months ended November 3, 2007, from \$110.1 million for the nine months ended October 28, 2006. Approximately 80% of this revenue growth was generated outside of the U.S., primarily in Asia, including revenue from our new South Korean operation. Our North American wholesale net revenue growth was primarily attributable to strong product performance. Currency translation fluctuations accounted for \$1.5 million of the increase in net revenue relating to our Canadian wholesale business.

Net revenue from European operations increased by \$181.1 million, or 88.4%, to \$386.2 million for the nine months ended November 3, 2007, from \$205.0 million for the nine months ended October 28, 2006. The acquisition of a 75% equity interest in Focus contributed to this revenue growth, combined with growth in our accessories and footwear businesses, growth in our core apparel business and same store sales growth in our existing retail stores and the addition of new retail stores. Currency translation fluctuations accounted for \$31.0 million of the increase in net revenue relating to our European operations.

Net royalty revenue from licensing operations increased by \$18.7 million, or 41.2%, to \$64.3 million for the nine months ended November 3, 2007, from \$45.5 million for the nine months ended October 28, 2006. The increase was the result of the strength of the accessories business, particularly handbags, watches, and footwear, and the recognition of additional licensing revenues as a result of the amortization of fixed cash rights payments received from licensees in connection with previously renegotiated contracts based on the periods these contracts represent. Licensing revenues in the current period did not include any royalty revenue from our GUESS by MARCIANO and South Korean licensees, both of which we now operate directly, as the underlying sales are now reported as revenue in the European and wholesale segments, respectively.

GROSS PROFIT. Gross profit increased by \$183.8 million, or 48.9%, to \$559.2 million for the nine months ended November 3, 2007, from \$375.5 million in the prior period. The increase in gross profit primarily resulted from sales growth in all segments.

- Gross profit for the retail segment increased by \$43.0 million, or 23.8%, to \$223.5 million for the nine months ended November 3, 2007, from \$180.5 million in the prior period, primarily due to higher sales volume and higher average selling prices, partially offset by higher occupancy costs.
- Gross profit for the wholesale segment increased by \$35.6 million, or 91.2%, to \$74.7 million for the nine months ended November 3, 2007, from \$39.1 million in the prior year period, primarily due to the increase in international sales volume, and increased sales coupled with higher mark-ups in North America driven by stronger product performance.
- Gross profit for the European operations increased by \$86.4 million, or 78.3%, to \$196.8 million for the nine months ended November 3, 2007,

from \$110.4 million in the prior year period. The European gross profit increase resulted from higher sales volumes in the existing European operations and the acquisition of a 75% equity interest in Focus at the end of 2006.

- Gross profit for the licensing segment increased by \$18.7 million, or 41.2%, to \$64.3 million for the nine months ended November 3, 2007, from \$45.5 million in the prior year period. The licensing gross profit improvement was primarily the result of the strong sales performance of accessories, especially handbags, watches, and footwear.

Gross margin (gross profit as a percentage of total net revenues) increased 150 basis points to 45.3% for the nine months ended November 3, 2007, from 43.8% for the nine months ended October 28, 2006. The improvement in the overall gross margin was attributable to a higher mix of European net revenues, which generated a relatively higher gross margin than the other businesses, higher mark-ups in our wholesale segment, improved occupancy leverage, and higher product margins in our retail segment due to higher mark-ups and gift card breakage income. This improvement was partially offset by the lower product margin in Europe.

The Company's gross margin may not be comparable to other entities since some entities include all of the costs related to their distribution in cost of product sales and others, like the Company, exclude the wholesale related distribution costs from gross margin, including them instead in selling, general and administrative expenses.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES. SG&A expenses increased by \$104.9 million, or 43.5%, to \$346.3 million for the nine months ended November 3, 2007, from \$241.4 million for the nine months ended October 28, 2006. About \$45.6 million of the increase was attributable to incremental spending required to support new businesses including Focus, the South Korea operation, the new G by GUESS brand initiative and expansion in Greater China and Mexico, and our new European headquarters in Lugano, Switzerland. In addition, the increase was also attributable to growth in store selling, merchandising and distribution costs of \$30.1 million, incremental compensation expenses (primarily performance-based) of \$12.1 million, and additional advertising and marketing spending in our existing businesses of \$7.4 million. As a percentage of net revenue, SG&A expenses improved to 28.0% for the nine months ended November 3, 2007, compared to 28.2% for the prior year period.

EARNINGS FROM OPERATIONS. Earnings from operations increased by \$78.8 million, or 58.8%, to \$212.9 million for the nine months ended November 3, 2007, compared with earnings from operations of \$134.1 million for the nine months ended October 28, 2006.

- Earnings from operations for the retail segment were \$79.1 million for the nine months ended November 3, 2007, compared to earnings from operations of \$61.4 million for the nine months ended October 28, 2006. The increase in earnings from operations for the retail segment was driven by the higher sales and improved gross profit discussed above. The increase was partially offset primarily by higher volume related SG&A expenses including store selling expenses and additional costs required to support the new G by GUESS brand initiative and new store concept. Currency translation fluctuations accounted for \$1.5 million of the increase in earnings from operations for our Canadian retail stores.
- Earnings from operations for the wholesale segment were \$38.2 million for the nine months ended November 3, 2007, compared to earnings from operations of \$17.5 million for the nine months ended October 28, 2006. This increase was principally due to incremental sales and gross profit from our new South Korea operation and higher sales and improved gross profit in North America, partially offset by additional SG&A expenses in Asia, including South Korea, to build infrastructure in this region and support the increased sales. Currency translation fluctuations accounted for \$0.5 million of the increase in earnings from operations for our Canadian wholesale business.
- Earnings from operations for the European segment were \$92.9 million for the nine months ended November 3, 2007, compared to \$56.3 million for the nine months ended October 28, 2006. The increase was primarily due to higher sales and gross profit in the existing accessories and apparel wholesale businesses combined with the sales and gross profit resulting from our acquisition of a 75% equity interest in Focus in late 2006. In addition, our existing Company-owned retail business in Europe continued to improve, generating strong sales growth. The growth in sales and gross profit was partially offset by higher volume related and infrastructure expansion expenses. Currency translation fluctuations accounted for \$7.3 million of the increase in earnings from operations for our European operations.

-
- Earnings from operations for the licensing segment increased to \$54.4 million for the nine months ended November 3, 2007, compared to \$38.2 million for the nine months ended October 28, 2006. The improvement was the result of higher revenues generated by our accessories product licensees and the recognition of additional licensing revenues relating to the amortization of fixed cash rights payments received from licensees in connection with previously renegotiated contracts. These increases were partially offset by the loss of royalty revenue from the GUESS by MARCIANO and South Korean licensees in the period compared to the prior year period.
 - Unallocated corporate overhead increased to \$51.7 million for the nine months ended November 3, 2007, compared to \$39.3 million for the nine months ended October 28, 2006, mainly due to higher performance-based compensation costs.

The higher gross margin and lower SG&A spending as a percentage of net revenues resulted in an increase in operating margin of 150 basis points to 17.2% for the nine months ended November 3, 2007 from 15.7% for the prior year period.

INTEREST EXPENSE AND INTEREST INCOME. Interest expense decreased to \$2.2 million for the nine months ended November 3, 2007, compared to \$4.8 million for the nine months ended October 28, 2006, primarily due to the early redemption of the Company's 6.75% secured notes of \$32.8 million at the end of 2006. On a comparable basis, the average debt balance for the nine months ended November 3, 2007 was \$45.5 million, versus an average debt balance of \$87.6 million for the nine months ended October 28, 2006. Interest income increased to \$5.4 million for the nine months ended November 3,

2007, compared to \$4.5 million for the nine months ended October 28, 2006, due to higher average invested cash balances and higher interest rates on this invested cash.

OTHER INCOME, NET. Other income was \$0.3 million for the nine months ended November 3, 2007, versus \$2.8 million for the nine months ended October 28, 2006. Other income in the nine months ended November 3, 2007 consisted of favorable changes in value of insurance policy investments, partially offset by net losses related to changes in foreign exchange rates on forward contracts and other foreign currency transactions. Other income in the prior year period comprised gains on sale of land and other long-term investments.

INCOME TAXES. Income tax expense for the nine months ended November 3, 2007 was \$84.0 million, or a 38.8% effective tax rate, compared to income tax expense of \$51.3 million, or a 37.5% effective tax rate, for the nine months ended October 28, 2006. Generally, income taxes for the interim periods are computed using the effective tax rate estimated to be applicable for the full fiscal year, which is subject to ongoing review and evaluation by management. The lower tax rate in the prior year was due to the generation of capital gains which allowed the Company to realize capital loss carry forwards, and favorable tax audit settlements in the prior year.

MINORITY INTEREST. The minority interest expense of \$1.1 million, net of taxes, primarily represents the portion of earnings of Focus for the nine months ended November 3, 2007 allocated to the minority interest shareholders. The Company acquired a 75% interest in Focus on December 31, 2006.

NET EARNINGS. Net earnings increased by \$46.0 million, or 53.9%, to \$131.3 million for the nine months ended November 3, 2007, from \$85.3 million for the nine months ended October 28, 2006. Diluted earnings per share increased to \$1.40 per share for the nine months ended November 3, 2007 compared to \$0.93 per share for the nine months ended October 28, 2006.

LIQUIDITY

We need liquidity primarily to fund our working capital in Europe, the expansion and remodeling of our retail stores, shop-in-shop programs, systems, infrastructure, existing operations, international growth, potential acquisitions and payment of dividends to our shareholders. We have historically financed our operations primarily from internally generated funds and borrowings under our credit facilities and other bank facilities. Please see "Important Notice Regarding Forward-Looking Statements" 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.

OPERATING ACTIVITIES

Net cash provided by operating activities was \$50.5 million for the nine months ended November 3, 2007, compared to \$39.5 million for the nine months ended October 28, 2006, or an increase of \$11.0 million. The increase was driven by a \$46.0 million growth in net income for the nine months ended November 3, 2007 versus the prior year period, partially offset by investments in accounts receivable to support our growth in Europe and Asia relating to our new businesses and our existing European operations. Additional investments in inventory were offset by a corresponding growth in accounts payable.

At November 3, 2007, the Company had working capital (including cash and cash equivalents) of \$369.2 million compared to \$283.9 million at February 3, 2007 and \$255.8 million at October 28, 2006. The Company's primary working capital needs are for inventory and accounts receivable. Accounts receivable at November 3, 2007 amounted to \$296.6 million, up \$122.9 million, compared to \$173.8 million at October 28, 2006. Approximately \$55.1 million of the increase resulted from the growth in accounts receivable related to our existing European business, which totaled \$170.6 million at November 3, 2007, versus \$115.5 million at October 28, 2006. Approximately \$88.2 million of this \$170.6 million of European receivables were insured for collection purposes. Our new Focus, South Korea, Mexico and Greater China operations accounted for approximately \$54.4 million of the remaining growth in receivables, of which \$12.2 million was insured. Currency translation fluctuations accounted for \$27.5 million of the increase in accounts receivable. The Company's inventory increased \$78.4 million to \$223.0 million at November 3, 2007 from \$144.5 million at October 28, 2006. Approximately \$37.8 million of this increase was attributed to the Company's new businesses, including Focus, our new South Korea, Greater China and Mexico operations, and our new G by GUESS store concept, with the remaining increase driven by our existing North American retail, European and other international operations to support anticipated sales in fiscal 2008 and into fiscal 2009.

INVESTING ACTIVITIES

Net cash used in investing activities increased to \$93.2 million for the nine months ended November 3, 2007, compared to \$47.8 million for the nine months ended October 28, 2006. The increase in net cash used in investing activities was driven by the opening of 39 new stores in North America during the first nine months of the fiscal year compared to 27 new stores that were opened in the comparable prior year period, the conversion of 20 stores to the new G by GUESS concept, retail store remodeling programs, expansion in Europe and Asia, investments in information systems and enhancements in other infrastructure during the first nine months of this fiscal year.

FINANCING ACTIVITIES

Net cash provided by financing activities increased to \$22.2 million for the nine months ended November 3, 2007, compared to \$4.2 million for the nine months ended October 28, 2006. The increase in net cash provided by financing activities was primarily due to a net increase in short-term borrowings in Europe in the current period, payments relating to the Company's 6.75% secured notes in the prior year period and the restriction in cash of \$16.3 million in the prior year relating to collateralization of outstanding letters of credit under a prior credit facility. These were partially offset by the payment of cash dividends of \$18.7 million during the nine months ended November 3, 2007.

DIVIDEND POLICY

On February 14, 2007, the Company announced a quarterly cash dividend of \$0.06 per share on the Company's common stock. The cash dividend was paid on March 12, 2007 to shareholders of record as of the close of business on February 26, 2007.

On June 5, 2007, the Company announced a quarterly cash dividend of \$0.06 per share on the Company's common stock. The dividend was paid on July 6, 2007 to shareholders of record at the close of business on June 20, 2007.

On September 4, 2007, the Company announced a quarterly cash dividend of \$0.08 per share on the Company's common stock. The dividend was paid on October 5, 2007 to shareholders of record at the close of business on September 19, 2007.

On December 4, 2007, the Company announced a quarterly cash dividend of \$0.08 per share on the Company's common stock. The dividend will be payable on January 4, 2008 to shareholders of record at the close of business on December 19, 2007.

CAPITAL RESOURCES

During the nine months ended November 3, 2007, the Company relied on trade credit, available cash, short-term borrowings from our European bank facilities, real estate leases, and internally generated funds to finance its operations and expansion. The Company anticipates that it will be able to satisfy its ongoing cash requirements during the next twelve months for working capital, capital expenditures, interest and principal payments on its debt, potential acquisitions and dividend payments to shareholders, primarily with cash flow from operations supplemented by borrowings, if necessary, under the Credit Facility and bank facilities in Europe.

Gross capital expenditures totaled \$78.3 million, before deducting lease incentives of \$11.0 million for the nine months ended November 3, 2007. This compares to gross capital expenditures of \$40.2 million, before deducting lease incentives of \$5.0 million, for the nine months ended October 28, 2006. The Company's capital expenditures for the full fiscal year 2008 are planned at approximately \$105.0 million (before deducting estimated lease incentives of approximately \$11.0 million) primarily for retail store expansion of approximately 52 stores in the U.S. and Canada, store remodeling programs, expansion in Europe and Asia, investments in information systems and enhancements in other infrastructure.

The Company evaluates strategic acquisitions and alliances and pursues those that we believe will support and contribute to our overall growth initiatives. The combined purchase price for Focus and Focus Spain was finalized in October 2007 in the amount of €19.4 million (\$25.6 million) after resolving certain purchase price adjustments and other contingencies with the Seller. At closing, the Purchaser paid approximately €10.0 million (\$13.2 million) in cash and the Company issued €2.0 million (\$2.6 million) in Guess?, Inc. common stock based on the stock price at the closing date. After resolving the purchase price contingencies, final payments totaling €7.4 million (\$9.8 million) were made to the Seller.

CREDIT FACILITIES

On September 19, 2006, the Company and certain of its affiliates entered into a credit facility led by Bank of America, N.A., as administrative agent for the lenders (the "Credit Facility"). The Credit Facility provides for an \$85 million revolving multicurrency line of credit and is available for direct borrowings and the issuance of letters of credit, subject to certain letters of credit sublimits. The Credit Facility is scheduled to mature on September 30, 2011. The Credit Facility replaced the (a) Amended and Restated Loan and Security Agreement by and among Wachovia Capital Finance Corporation (Western) (formerly known as Congress Financial Corporation (Western)) and Guess, Guess? Retail, Inc. and Guess.com, Inc., dated as of December 20, 2002, as amended, and (b) Canadian Loan and Security Agreement by and among Wachovia Capital Finance Corporation (Canada) (formerly known as Congress Financial Corporation (Canada)) and Guess Canada, dated as of December 20, 2002, as amended (together, the "Prior Credit Facility").

The obligations under the Credit Facility are guaranteed by certain of the Company's existing and future domestic subsidiaries, and such obligations, including the guarantees, are secured by (a) substantially all present and future property and assets of the Company and each guarantor and (b) the equity interests of certain of the Company's direct and indirect U.S. subsidiaries and 65% of the equity interests of the Company's first tier foreign subsidiaries.

Direct borrowings under the Credit Facility will be made, at the Company's option, as (a) Eurodollar Rate Loans, which shall bear interest at the published LIBOR rate for the respective interest period plus an applicable margin (which was 0.50% at November 3, 2007) based on the Company's leverage ratio at the time, or (b) Base Rate Loans, which shall bear interest at the higher of (i) for domestic loans, 0.50% in excess of the federal funds rate, and for Canadian loans, 0.50% in excess of the average rate for 30 day Canada dollar bankers' acceptances, or (ii) the rate of interest as announced by Bank of America as its "prime rate," in each case as in effect from time to time, plus an applicable margin (which was 0.0% at November 3, 2007) based on the Company's leverage ratio at the time. 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. At November 3, 2007, the Company had \$24.2 million in outstanding standby letters of credit, \$17.7 million in outstanding documentary letters of credit and no outstanding borrowings under the Credit Facility.

The Credit Facility requires the Company to comply with a leverage ratio and a fixed charge coverage ratio. In addition, the Credit Facility contains customary covenants, including covenants that limit or restrict the Company and 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 Company's 51% owned Mexican subsidiary has a short-term borrowing agreement with a bank in Mexico expiring November 14, 2008, which is secured by one of our customer's stand-by letter of credit for \$1.7 million. The annual interest rate is Interbank Equilibrium Interest Rate ("TIIE") plus 1.0%. At November 3, 2007, the Company had no outstanding borrowings under this agreement.

24

The Company, through its European subsidiaries, maintains short-term borrowing agreements, primarily for working capital purposes, with various banks in Italy. Under these agreements, which are generally secured by certain European accounts receivable, the Company can borrow up to \$151.7 million, limited by accounts receivable balances at the time of borrowing. Based on the applicable accounts receivable balances at November 3, 2007, the Company could have borrowed up to approximately \$148.3 million under these agreements. In addition, the Company can borrow up to an additional \$15.0 million under one of the agreements, which is secured by a standby letter of credit issued under the Credit Facility. As of November 3, 2007, approximately \$7.1 million of this incremental \$15.0 million arrangement was available for future borrowings. At November 3, 2007, the Company had \$40.9 million of outstanding borrowings and \$21.1 million in outstanding documentary letters of credit under these agreements. The agreements are denominated in Euros, have no financial ratio covenants or stated maturities and provide for annual interest rates ranging from 4.2% to 5.0%. In addition, as part of the acquisition of Focus Europe S.r.l., as described in Note 12 to the Condensed Consolidated Financial Statements, effective December 31, 2006, the Company acquired \$0.3 million of bank debt with an interest rate of Euribor six-month rate plus 1.0%. The Company has classified this debt as current as it intends to pay this debt off in the short-term.

The Company entered into a capital lease of approximately \$16.0 million in December 2005 for a new building in Florence, Italy, with subsequent build-outs which were completed in 2006. Key functions related to the Company's Italian operation are located in this building, including design and merchandising. This transaction resulted in a capital lease obligation of \$20.2 million as of November 3, 2007. The Company entered into separate interest rate swap agreements designated as non-hedging instruments resulting in a fixed rate of 3.55%. These interest rate swap agreements mature through 2016 and convert the nature of the capital lease obligation from Euribor floating rate debt to fixed rate debt. The fair value of the interest rate swap asset as of November 3, 2007 was approximately \$0.7 million.

SEASONALITY

The Company's business is impacted by the general seasonal trends characteristic of the apparel and retail industries. U.S. retail operations are generally stronger from July through December, and U.S. wholesale operations generally experience stronger performance in July, August and September. The European operations are largely wholesale driven and operate with two primary selling seasons. Spring/Summer primarily ships in January, February and March and Fall/Winter primarily ships in July, August and September. The remaining months of the year are relatively small shipping months in Europe. Due to the seasonality of the business the results for any particular quarter may not be indicative of results for the full year.

INFLATION

The Company does not believe that the relatively moderate rates of inflation experienced in the U.S. and Europe over the last three years have had a significant effect on net revenue or profitability. Although higher rates of inflation have been experienced in a number of foreign countries in which the Company's products are manufactured and sold, management does not believe that foreign rates of inflation have had a material adverse effect on the Company's net revenue or profitability.

WHOLESALE BACKLOG

The backlog of wholesale orders at any given time is affected by various factors, including seasonality, cancellations, the scheduling of market weeks and manufacturing and shipment of products. 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. Backlog

The Company maintains a model stock program in its basic denim products which generally allows replenishment of a customer's inventory within 48 hours. The Company generally receives orders for fashion apparel 90 to 120 days prior to the time the products are delivered to stores. Regarding our U.S. wholesale backlog, the scheduling of market weeks can affect the amount of orders booked in the backlog compared to the same date in the prior year. This year's backlog for product at November 24, 2007, as an example, reflected a shorter shipping period of one month for men's product compared to last year's backlog at November 25, 2006. We estimate that if we were to normalize the orders for last year's backlog to make the comparison consistent with the current year, then the current backlog would be up about 17.7% from the prior year. Not taking into account the impact of this change, our U.S. wholesale backlog as of November 24, 2007, consisting primarily of orders for fashion apparel (including orders for the following fiscal year), was approximately \$57.9 million, compared to \$52.9 million for such orders at November 25, 2006, or up 9.6%.

25

Europe Backlog

Our European business operates with two primary wholesale selling seasons. The Spring/Summer season, which ships mostly in January, February and

March and the Fall/Winter season, which ships mostly in July, August and September. Generally, the other months are relatively small shipping months. However, customers have the ability to request early shipment of backlog orders or delay shipment of orders depending on their needs. Accordingly, a certain amount of orders in the backlog may be shipped outside of the traditional shipping months. As of November 26, 2007, the European operations backlog was approximately €185.1 million, compared to €95.6 million at November 26, 2006. The backlog as of November 26, 2007 comprises sales orders for the Fall/Winter 2007 and Spring/Summer 2008 seasons for both the existing European operations and our new Focus operation. The backlog as of November 26, 2006 comprised only our existing European operations. As discussed above, these orders are subject to cancellation and may not be indicative of eventual actual shipments. In addition, the timing of receipt of orders may impact the amount of orders booked in the backlog at a particular point in time.

IMPACT OF RECENT ACCOUNTING PRONOUNCEMENTS

In September 2006, the FASB issued SFAS No. 157 (“SFAS 157”), “Fair Value Measurement.” SFAS 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. SFAS 157 does not require any new fair value measurements. SFAS 157 is effective for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. The Company is currently assessing the impact of adopting SFAS No. 157 but does not expect the adoption to have a material impact on its financial position and results of operations.

In February 2007, the FASB issued SFAS No. 159 (“SFAS 159”), “The Fair Value Option for Financial Assets and Financial Liabilities,” which permits entities to voluntarily choose to measure many financial instruments and certain other items at fair value. SFAS 159 provides entities an opportunity to mitigate volatility in reported earnings that is caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. SFAS 159 is effective for years beginning after November 15, 2007. The Company is currently evaluating the impact of adopting SFAS 159 but does not expect the adoption to have a material impact on its financial position and results of operations.

On December 4, 2007, the FASB issued SFAS No. 141(R) (“SFAS 141(R)”), “Business Combinations” and SFAS No. 160 (“SFAS 160”), “Noncontrolling Interests in Consolidated Financial Statements, an amendment of ARB No. 51.” These new standards will significantly change the accounting for and reporting for business combination transactions and noncontrolling (minority) interests in consolidated financial statements. SFAS 141(R) and SFAS 160 are required to be adopted simultaneously and are effective for the first annual reporting period beginning on or after December 15, 2008. Earlier adoption is prohibited. The Company will evaluate the impact of adopting SFAS 141(R) and SFAS 160 on its financial position and results of operations.

ITEM 3. Quantitative and Qualitative Disclosures About Market Risk .

Exchange Rate Risk

Approximately 51.1% of product sales and licensing revenue recorded for the nine months ended November 3, 2007 were denominated in United States dollars. The Company’s primary exchange rate risk relates to operations in Canada and Europe. The Company enters into derivative financial instruments, including forward exchange contracts and currency swaps, to manage exchange risk on foreign currency transactions. The Company does not hedge all transactions denominated in foreign currency.

During the nine months ended November 3, 2007, the Company purchased U.S. dollar forward contracts in Canada totaling US\$45.0 million to hedge forecasted merchandise purchases that were designated as cash-flow hedges at November 3, 2007. As of November 3, 2007, approximately US\$30.0 million were outstanding. Our derivative financial instruments are recorded on the consolidated balance sheet at fair value based on quoted market rates. These forward contracts are used to hedge forecasted merchandise purchases over specific months. Changes in the fair value of forward contracts designated as cash-flow hedges are recorded as a component of accumulated other comprehensive earnings within stockholders’ equity, and are recognized in cost of goods sold in the period which approximates the time the hedged merchandise inventory is sold.

An unrealized loss of approximately US\$3.2 million, net of tax, has been recorded in accumulated other comprehensive income at November 3, 2007 and will be recognized as a charge to cost of goods sold over the next sixteen months at the then current values on a pre-tax basis, which can be different than the current quarter-end values. At November 3, 2007, the unrealized loss of the remaining open forward contracts was approximately US\$3.6 million and was recorded in current liabilities on the consolidated balance sheet.

Also, the Company has foreign currency contracts that are not designated as hedges for accounting purposes. Changes in fair value of foreign currency contracts not qualifying as cash flow hedges are reported in net earnings as part of other income and expenses. For the nine months ended November 3, 2007, the Company recorded losses for the Canadian and Euro foreign currency contracts of US\$3.0 million and US\$3.7 million, respectively, which has been included in other income and expenses. At November 3, 2007, the Company had Canadian dollar foreign currency contracts to purchase US\$14.0 million and Euro foreign currency contracts to purchase US\$106.1 million. At November 3, 2007, the unrealized losses of these Canadian and Euro forward contracts were approximately US\$1.0 million and US\$2.2 million, respectively, and were recorded in current liabilities on the consolidated balance sheet.

At November 3, 2007, a sensitivity analysis to changes in the 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 foreign exchange derivatives, the fair value of the instruments would have decreased by US\$17.4 million. Conversely, if the U.S. dollar uniformly strengthened by 10% against all of the foreign exchange derivatives, the fair value of these instruments would have increased by US\$14.3 million. Any resulting changes in the fair value of the hedged instruments would have been partially offset by changes in the fair value of certain balance sheet positions impacted by the change in the foreign currency rate.

At December 31, 2006, the Company had Canadian dollar currency exchange contracts to purchase US\$3.0 million and Euro currency exchange contracts to purchase US\$50.0 million. The value of those contracts at December 31, 2006 were US\$2.9 million and US\$51.5 million, respectively.

Interest Rate Risk

At November 3, 2007, approximately 33% of the Company's indebtedness related to a capital lease obligation which is covered by interest rate swap agreements resulting in a fixed interest rate of 3.55% over the life of the lease obligation. Changes in the related interest rate that result in an unrealized gain or loss on the fair value of the swap are reported in other income or expenses. The change in the unrealized fair value of the interest swap had an immaterial impact during the nine months ended November 3, 2007. Substantially all of the Company's remaining indebtedness, principally consisting of short-term borrowings under the short-term European borrowing agreements, 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 increased interest expense for the quarter ended November 3, 2007 by approximately \$0.1 million.

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 borrowing rate. At November 3, 2007, the carrying value of all financial instruments was not materially different from fair value, as the interest rate on the Company's debt approximates rates currently available to the Company.

ITEM 4. 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 quarterly period covered by this report.

There was no change in our internal control over financial reporting during the third quarter of the fiscal year ending February 2, 2008 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. Legal Proceedings.

On February 1, 2005, a complaint was filed by Michele Evets against the Company in the Superior Court of the State of California for the County of San Francisco. The complaint purported to be a class action filed on behalf of current and former GUESS? store managers in California. Plaintiffs sought overtime wages and a preliminary and permanent injunction. The Company answered the complaint on April 28, 2005. The parties participated in a voluntary mediation in August 2006 and in February 2007 executed a settlement agreement, which became effective upon final court approval on November 1, 2007. As of November 3, 2007, the Company accrued \$0.7 million related to the net charges expected to be paid in connection with the proposed settlement arrangement.

In 2006, the Officers of the Florence Customs Authorities ("Customs Authorities") began an import customs audit with respect to the Company's Italian subsidiary, Maco Apparel S.p.A. ("Maco"), in Florence, Italy, acquired on January 3, 2005. Maco was the Italian licensee of GUESS? jeanswear for men and women in Europe. As part of the audit, the Customs Authorities considered whether the Italian subsidiary should have included the royalty expense payable to Guess?, Inc., the parent company, as part of the cost of the product subject to customs duties. The Customs Authorities have subsequently reviewed specific transactions which occurred in 2003, 2004 and 2005 and provided a preliminary assessment that the royalty expenses are subject to customs duties and related penalties. The Company is disputing the Customs Authorities assessment and intends to vigorously defend its position. In addition, under the terms of the Maco purchase agreement, the seller is required to indemnify the Company for 90% of any loss with respect to Maco for periods prior to the acquisition. The first hearing with the Florence Provincial Tax Commission occurred on October 29, 2007. A judgment was subsequently received that was favorable to the Company on certain aspects of the claim and unfavorable on other aspects of the claim. The Company will appeal the unfavorable aspects of the judgment. The Company has concluded that the amount of any possible loss would not be material to the Company's consolidated financial statements and that the likelihood of incurring a loss is less than probable. Accordingly, no liability related to this matter has been accrued.

The Company is also involved in various other employment-related claims and other matters incidental to the Company's business, the resolution of which is not expected to have a material adverse effect on the Company's consolidated results of operations or financial position. With the exception of the class action accrual discussed above, no material amounts were accrued as of November 3, 2007 related to any of the Company's other legal proceedings.

ITEM 1A. Risk Factors.

There have not been any material changes from the risk factors as previously disclosed in our annual report on Form 10-K for the year ended December 31, 2006 filed with the SEC on March 1, 2007.

ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds.

None.

ITEM 3. Defaults Upon Senior Securities.

None.

ITEM 4. Submission of Matters to a Vote of Security Holders.

None.

ITEM 5. Other Information.

None.

ITEM 6. Exhibits.

Exhibit Number	Description
3.1	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).
3.2	Second Amended and Restated Bylaws of the Registrant (incorporated by reference from the Registrant's Current Report on Form 8-K filed December 4, 2007).
4.1	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).
*10.1	Guess?, Inc. 2006 Non-Employee Directors' Stock Grant and Stock Option Plan (As Amended and Restated Effective September 28, 2007).
*10.2	Second Amendment to the Guess?, Inc. 2004 Equity Incentive Plan.
*31.1	Certification of Chief Executive Officer and Vice Chairman of the Board pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
*31.2	Certification of President and Chief Operating Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
*31.3	Certification of Senior Vice President and Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
*32.1	Certification of Chief Executive Officer and Vice Chairman of the Board pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
*32.2	Certification of President and Chief Operating Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
*32.3	Certification of Senior Vice President and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Guess?, Inc.

Date: December 12, 2007

By: /s/ CARLOS ALBERINI
 Carlos Alberini
 President and Chief Operating Officer

Date: December 12, 2007

By: /s/ DENNIS R. SECOR
 Dennis R. Secor
 Senior Vice President and Chief Financial Officer (Principal
 Financial Officer)

GUESS ?, INC.

**2006 NON-EMPLOYEE DIRECTORS'
STOCK GRANT AND STOCK OPTION PLAN
(As Amended and Restated Effective September 28, 2007)**

1. Establishment; Purpose of the Plan.

The Company maintains the Guess?, Inc. 2006 Non-Employee Directors' Stock Grant and Stock Option Plan, which was approved by the Company's stockholders on May 9, 2006 and was subsequently amended on July 11, 2006.⁽¹⁾ The Company hereby amends and restates the Plan effective as of September 28, 2007 (the "*Restatement Date*"). Effective as of the Restatement Date, no additional Options will be granted under the Plan unless otherwise provided by the Board. The purpose of this Plan is to enable the Company to attract and retain as non-employee directors individuals with superior training, experience and ability and to provide additional incentive to such Eligible Directors by giving them an opportunity to participate in the ownership of the Company.

2. Definitions.

For purposes of the Plan, the following terms shall be defined as set forth below:

"*Affiliate*" and "*Associate*" have the respective meanings ascribed to such terms in Rule 12b-2 promulgated under the Exchange Act.

"*Award*" means any award of an Option or Restricted Stock, or any combination thereof, authorized by and granted under this Plan.

"*Award Agreement*" means a written document issued by the Company to a Participant setting forth the terms and conditions of an Award that has been granted under the Plan.

"*Beneficial Owner*" has the meaning ascribed to such term in Rule 13d-3 promulgated under the Exchange Act.

"*Board*" means the Board of Directors of the Company.

"*Code*" means the Internal Revenue Code of 1986, as amended from time to time, and any successor thereto.

"*Combined Voting Power*" means the combined voting power of the Company's then outstanding voting securities.

(1) The Company maintained the Guess?, Inc. 1996 Non-Employee Directors' Stock Grant and Stock Option Plan (As Amended and Restated Effective June 20, 2005), which was originally adopted as the Guess?, Inc. 1996 Non-Employee Directors' Stock Option Plan on July 30, 1996. Effective May 9, 2006, the Company amended and restated such plan in its entirety as the Guess?, Inc. 2006 Non-Employee Directors' Stock Grant and Stock Option Plan.

"*Common Stock*" means the Common Stock of the Company, par value \$.01 per share.

"*Company*" means Guess ?, Inc., a Delaware corporation, including any wholly owned Subsidiary or affiliate, or any successor organization.

"*Disability*" means permanent and total disability within the meaning of Section 22(e)(3) of the Code.

"*Eligible Director*" means a person who is a member of the Board and who is not an employee of the Company.

"*Eligibility Date*" means the first business day of each of the Company's fiscal years, commencing with the first fiscal year that commences in 2007, while this Plan is in effect.

"*Exchange Act*" means the Securities Exchange Act of 1934, as amended.

"*Fair Market Value*" means, on any given date, the closing price of the shares of Common Stock, as reported on the New York Stock Exchange for such date or, if Common Stock was not traded on such date, on the next preceding day on which Common Stock was traded; provided that if the Common Stock is not then traded on the New York Stock Exchange, Fair Market Value means the fair market value thereof as of the relevant date of determination as determined in accordance with a valuation methodology approved by the Board.

"*Option*" means any option to purchase shares of the Common Stock of the Company granted pursuant to this Plan.

"*Parent*" means any corporation which is a "parent corporation" within the meaning of Section 424(e) of the Code with respect to the Surviving Entity.

“Participant” means an Eligible Director who has been granted an Award under this Plan.

“Person” means any person or “group” within the meaning of Section 13(d)(3) or Section 14(d)(2) of the Exchange Act.

“Plan” means the Guess ?, Inc. 2006 Non-Employee Directors’ Stock Grant and Stock Option Plan (formerly the Guess?, Inc. 1996 Non-Employee Director’ Stock Grant and Stock Option Plan), as hereinafter amended from time to time.

“Restatement Date” has the meaning given to such term in Section 1.

“Rules” means the regulations promulgated by the Securities and Exchange Commission under Section 16 of the Exchange Act, as amended from time to time.

“Shareholder Approval Date” means May 9, 2006.

“Subsidiary” means (i) any corporation which is a “subsidiary corporation” within the meaning of Section 424(f) of the Code with respect to the Company or (ii) any other corporation

2

or other entity in which the Company, directly or indirectly, has an equity or similar interest and which the Board designates as a subsidiary for purposes of the Plan.

“Surviving Entity” has the meaning ascribed to it in Section 10(b) hereof.

Except where otherwise indicated by the context, any masculine terminology used herein shall also include the feminine and vice versa, and the definition of any term herein in the singular shall also include the plural and vice versa.

3. Shares Subject to the Plan.

Except as provided in Section 9, the aggregate number of shares of Common Stock that may be issued under the Plan is 2,000,000(2). Such shares may include authorized but unissued shares of Common Stock, treasury shares or a combination of both. In the event the number of shares of Common Stock issued under the Plan and the number of shares of Common Stock subject to outstanding Awards equals the maximum number of shares of Common Stock authorized under the Plan, no further awards shall be made unless the Plan is amended (in accordance with the Rules, if necessary) or additional shares of Common Stock become available for further awards under the Plan. Shares of Common Stock that are subject to Options granted under the Plan that terminate, expire or are canceled without having been exercised, and any restricted shares of Common Stock subject to a Restricted Stock Award that are forfeited, cancelled, or for any other reason do not vest shall again be available for subsequent Awards under the Plan.

4. Administration of the Plan.

(a) *Administration.* The Plan shall be administered by the Board. Subject to the provisions of the Plan, and notwithstanding the intent that the Award grants under the Plan be self-effectuating to the maximum extent possible, the Board shall be authorized to:

- (i) adopt, revise and repeal such administrative rules, guidelines and practices governing this Plan as it shall from time to time deem advisable;
- (ii) interpret the terms and provisions of the Plan and any Award issued under the Plan (and any agreements relating thereto), and otherwise settle all claims and disputes arising under the Plan;
- (iii) delegate responsibility and authority for the operation and administration of the Plan, appoint employees and officers of the Company to act on its behalf, and employ persons to assist in the fulfilling of its responsibilities under the Plan; and

(2) The aggregate share limit of 2,000,000 shares of Common Stock consists of (a) the 500,000 shares of Common Stock that were initially approved for issuance under the Plan upon its original adoption by the Board on July 30, 1996 plus (b) an additional 500,000 shares of Common Stock that were approved for issuance under the Plan by the Board on April 7, 2006, subject to approval by the Company’s shareholders at the 2006 Annual Meeting of Shareholders plus (c) an additional 1,000,000 shares as were necessary to reflect the Company’s two-for-one stock split effected in the form of a 100% stock dividend as approved by the Board on February 12, 2007 and distributed March 12, 2007.

3

- (iv) otherwise supervise the administration of the Plan; provided, however, that the Board shall have no discretion with respect to the selection of Eligible Directors to receive Awards hereunder, the number of shares of Common Stock covered by such Award or the price or timing of any Awards granted hereunder; provided further that any action by the Board relating to the Plan will be taken only if approved by the affirmative vote of a majority of the directors who are not then eligible to participate under the Plan.

(b) *Delegation to a Committee.* The Board may delegate to a committee of the Board any or all of its authority for administration of the Plan and, if such delegation occurs, all references to the Board in this Plan shall be deemed references to the committee to the extent provided in the resolution establishing the committee.

5. *Restricted Stock Grants*

(a) *Annual Award Grants.* On each Eligibility Date after the Restatement Date, each Eligible Director who has not been an employee of the Company at any time during the immediately preceding 12 months shall be granted a Restricted Stock Award for a number of restricted shares of Common Stock equal to \$180,000 divided by the Fair Market Value of a share of Common Stock on the date of grant.

(b) *Restricted Stock Awards.* Stock certificates or book entries evidencing shares of restricted stock subject to a Restricted Stock Award pending the lapse of the restrictions shall bear a legend or notation making appropriate reference to the restrictions imposed hereunder and, if so provided by the Board, (if in certificate form) shall be held by the Company or by a third party designated by the Board until the restrictions on such shares shall have lapsed and the shares shall have vested in accordance with the provisions of the Award and the provisions hereof. Restricted Stock Awards will be evidenced by an Award Agreement containing such terms and conditions which are not inconsistent with the terms of the Plan.

(c) *Vesting.* Each Restricted Stock Award granted under this Section 8 shall become vested as to 100% of the total number of shares of Common Stock subject thereto upon the first to occur of (i) the first anniversary of the date of grant or (ii) a termination of service on the Board if such Eligible Director has completed a full term of service and he or she does not stand for re-election at the completion of such term. Promptly after the vesting date and satisfaction of all applicable restrictions, a certificate or certificates evidencing the number of the shares of Common Stock as to which the restrictions have lapsed shall be delivered to the Participant holding the Award (to the extent that the certificate(s) had not previously been delivered). Certificates evidencing vested shares and any other amounts deliverable in respect thereof shall be delivered and paid only to the Participant or his or her personal representative, as the case may be.

(d) *Transfer Restrictions.* Prior to the time that they have become vested, neither the restricted shares comprising any Restricted Stock Award, nor any interest therein, amount payable in respect thereof, or Restricted Property (as defined in 8(e)), may be sold, assigned, transferred, pledged or otherwise disposed of, alienated or encumbered, either voluntarily or involuntarily. The transfer restrictions in the preceding sentence shall not apply to (i) transfers to the Company, (ii) the designation of a beneficiary to receive benefits in the event of the Eligible

4

Director's death, or if the Eligible Director has died, transfers to the Eligible Director's beneficiary, or, in the absence of a validly designated beneficiary, transfers by will or the laws of descent and distribution.

(e) *Voting; Dividends.* After the applicable date of grant of a Restricted Stock Award, the Participant holding the Restricted Stock Award shall have voting rights and dividend rights with respect to the shares of Common Stock subject to the award. Any securities or other property receivable in respect of the shares subject to the award as a result of any dividend or other distribution (other than cash dividends), conversion or exchange of or with respect to the shares ("*Restricted Property*") will be subject to the restrictions set forth in this Plan to the same extent as the shares to which such securities or other property relate and shall be held and accumulated for the benefit of the Participant, but subject to such risks. The Participant's voting and dividend rights shall terminate immediately as to any shares that are forfeited back to the Company in accordance with Section 8(f).

(f) *Effect of a Termination of Service.* If a Participant ceases to be a member of the Board for any reason any shares subject to the Participant's Restricted Stock Award that are not fully vested and free from restriction as of the Participant's termination of service shall thereupon be forfeited and returned to the Company.

6. *Amendment and Termination.*

The Board may amend, alter, suspend or terminate the Plan in whole or in part at any time and from time to time; provided, however, that any amendment, alteration, suspension or termination which, under the requirements of applicable federal or state law or regulation or the rules of any stock exchange or automated quotation system on which the Common Stock may then be listed or quoted must be approved by the shareholders of the Company, shall not be effective unless and until such shareholder approval has been obtained in compliance with such law. The Board may amend the terms of any Award theretofore granted, prospectively or retroactively, but no such amendment shall impair the rights of any Participant without the Participant's consent. Notwithstanding any provision herein to the contrary, the Board shall have broad authority to amend the Plan or any Award to take into account changes in applicable tax laws, securities laws, accounting rules and other applicable state and federal laws.

7. *Changes in Capital Structure.*

(a) In the event of any change in the outstanding Common Stock by reason of a stock dividend, recapitalization, reorganization, merger, consolidation, stock split, combination or exchange of shares, (i) such proportionate adjustments as may be necessary (in the form determined by the Board in its sole discretion) to reflect such change shall be made to prevent dilution or enlargement of the rights of Participants under the Plan with respect to the aggregate number of shares of Common Stock for which awards in respect thereof may be granted under the Plan, the number of shares of Common Stock covered by each outstanding Option, and the exercise price in respect thereof and (ii) the Board may make such other adjustments, consistent with the foregoing, as it deems appropriate in its sole discretion.

5

(b) In the event of a change in control of the Company, (i) all outstanding Options granted hereunder shall become fully exercisable as of the date of the Change in Control, whether or not then exercisable, and shares subject to Restricted Stock Awards then outstanding under the Plan shall vest 100% free of restrictions as of the date of the Change in Control, and (ii) in the case of a change in control involving a merger of, and consolidation involving, the Company in which the Company is (A) not the surviving corporation (the “*Surviving Entity*”) or (B) becomes a wholly owned subsidiary of the Surviving Entity or any Parent thereof, each outstanding Option granted hereunder and not exercised (a “*Predecessor Option*”) shall be converted into an option (a “*Substitute Option*”) to acquire common stock of the Surviving Entity or its Parent, which Substitute Option shall have substantially the same terms and conditions as the Predecessor Option, with appropriate adjustments as to the number and kind of shares and exercise prices.

With respect to Awards granted on and after the Restatement Date, a “*Change in Control*” shall be deemed to have occurred when (A) any Person (other than (x) the Company, any Subsidiary of the Company, any employee benefit plan of the Company or of any Subsidiary of the Company, or any person or entity organized, appointed or established by the Company or any Subsidiary of the Company for or pursuant to the terms of any such plan or (y) Maurice Marciano or Paul Marciano, the members of their families, their respective estates, spouses, heirs and any trust of which any one or more of the foregoing are the trustors, the trustees and/or the beneficiaries, or any other entity controlled by one or more of them (collectively such persons, estates, trusts, and entities referred to in this clause (y), the “*Permitted Holders*”), alone or together with its Affiliates and Associates (collectively, an “*Acquiring Person*”), shall become the Beneficial Owner of both (i) thirty-five percent (35%) or more of the then outstanding shares of Common Stock or the Combined Voting Power of the Company (except pursuant to an offer for all outstanding shares of Common Stock at a price and upon such terms and conditions as a majority of the Continuing Directors determine to be in the best interests of the Company and its shareholders (other than an Acquiring Person on whose behalf the offer is being made)) and (ii) more shares of Common Stock or more Combined Voting Power of the Company than are at such time Beneficially Owned by the Permitted Holders, (B) during any period of two consecutive years, individuals who at the beginning of such period constitute the Board, and any new director (other than a director who is a representative or nominee of an Acquiring Person) whose election by the Board or nomination for election by the Company’s shareholders was approved by a vote of at least a majority of the directors then still in office who either were directors at the beginning of the period or whose election or nomination for election was previously so approved (collectively, the “*Continuing Directors*”), cease for any reason to constitute a majority of the Board, (C) the shareholders of the Company approve a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the Surviving Entity or any Parent of such Surviving Entity) at least 80% of the Combined Voting Power of the Company, such Surviving Entity or the Parent of such Surviving Entity outstanding immediately after such merger or consolidation, or (D) the shareholders of the Company approve a plan of reorganization (other than a reorganization under the United States Bankruptcy Code) or complete liquidation of the Company or an agreement for the sale or disposition by the Company of all or substantially all of the Company’s assets; *provided, however*, that a change in control shall not be deemed to have occurred in the event of

(x) a sale or conveyance in which the Company continues as a holding company of an entity or entities that conduct all or substantially all of the business or businesses formerly conducted by the Company or (y) any transaction undertaken for the purpose of incorporating the Company under the laws of another jurisdiction, if such transaction does not materially affect the beneficial ownership of the Company’s capital stock.

With respect to Awards granted prior to the Restatement Date, a “*Change in Control*” shall be deemed to have occurred when (A) any Person (other than (x) the Company, any Subsidiary of the Company, any employee benefit plan of the Company or of any Subsidiary of the Company, or any person or entity organized, appointed or established by the Company or any Subsidiary of the Company for or pursuant to the terms of any such plan or (y) Maurice Marciano or Paul Marciano, or any trust established in whole or in part for the benefit of one or both of them or their family members, or any other entity controlled by one or more of them), alone or together with its Affiliates and Associates (collectively, an “*Acquiring Person*”), shall become the Beneficial Owner of twenty percent (20%) or more of the then outstanding shares of Common Stock or the Combined Voting Power of the Company (except pursuant to an offer for all outstanding shares of Common Stock at a price and upon such terms and conditions as a majority of the Continuing Directors determine to be in the best interests of the Company and its shareholders (other than an Acquiring Person on whose behalf the offer is being made)), (B) during any period of two consecutive years, individuals who at the beginning of such period constitute the Board, and any new director (other than a director who is a representative or nominee of an Acquiring Person) whose election by the Board or nomination for election by the Company’s shareholders was approved by a vote of at least a majority of the directors then still in office who either were directors at the beginning of the period or whose election or nomination for election was previously so approved (collectively, the “*Continuing Directors*”), cease for any reason to constitute a majority of the Board, (C) the shareholders of the Company approve a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the Surviving Entity or any Parent of such Surviving Entity) at least 80% of the Combined Voting Power of the Company, such Surviving Entity or the Parent of such Surviving Entity outstanding immediately after such merger or consolidation, or (D) the shareholders of the Company approve a plan of reorganization (other than a reorganization under the United States Bankruptcy Code) or complete liquidation of the Company or an agreement for the sale or disposition by the Company of all or substantially all of the Company’s assets; *provided, however*, that a change in control shall not be deemed to have occurred in the event of (x) a sale or conveyance in which the Company continues as a holding company of an entity or entities that conduct all or substantially all of the business or businesses formerly conducted by the Company or (y) any transaction undertaken for the purpose of incorporating the Company under the laws of another jurisdiction, if such transaction does not materially affect the beneficial ownership of the Company’s capital stock.

8. *Unfunded Status of the Plan.*

The Plan is unfunded. Nothing contained herein shall give any such Participant any rights that are greater than those of a general creditor of the Company. In its sole discretion, the Board

may authorize the creation of trusts or other arrangements to meet the obligations created under the Plan to deliver Common Stock or payments in lieu thereof with respect to awards hereunder.

9. *Effective Date and Term of the Plan.*

The Plan was originally approved by the Company's Board on July 30, 1996, was amended and restated effective on May 9, 2006, and subsequently amended July 11, 2006. Awards granted under this Plan prior to the Restatement Date shall be governed by the provisions of the applicable prior version of this Plan. Awards granted under this Plan on or after the Restatement Date shall be subject to the terms and conditions set forth herein and any applicable amendment hereof.

The Plan shall continue in effect until the earlier of (a) ten years from the Shareholder Approval Date or (b) the termination of the Plan by action of the Board. No Awards shall be granted pursuant to the Plan on or after such termination date, but Awards granted prior to such date may extend beyond that date. The Board shall have the right to suspend or terminate the Plan at any time except with respect to any Awards then outstanding.

10. *General Provisions.*

(a) *Representations by Participants.* The Board may require each Participant to represent to and agree with the Company in writing that the Participant is acquiring the shares of Common Stock without a view to distribution or other disposition thereof. The certificates for such shares may include any legend that the Company deems appropriate to reflect any restrictions on transfer.

(b) *Continuance of Service Required.* The vesting schedule applicable to an Award requires continued service through each applicable vesting date as a condition to the vesting of the Award and the rights and benefits under this Plan. Service for only a portion of a vesting period, even if substantial, will not entitle the award recipient to any proportionate vesting or avoid or mitigate a termination of rights and benefits upon or following a termination of services as provided in Section 5(f). Nothing contained in this Plan constitutes a service commitment by the Company, confers upon any Award recipient any right to remain in service to the Company, interferes in any way with the right of the Company at any time to terminate such service, or affects the right of the Company or any affiliate to increase or decrease the recipient's other compensation.

(c) *No Restrictions on Adoption of Other Compensation Arrangements.* Nothing contained in this Plan shall prevent the Board from adopting other or additional compensation arrangements (subject to shareholder approval, if such approval is required) and such arrangements may be either generally applicable or applicable only in specific cases.

(d) *No Right to Re-Election.* The adoption of the Plan shall not interfere in any way with the right of the Company to terminate its relationship with any of its directors at any time.

(e) *No Stockholder Rights.* Except as otherwise expressly authorized by the Board or this Plan: (a) a Participant shall not be entitled to any privilege of stock ownership as to any shares of Common Stock not actually delivered to and held of record by the Participant, and

(b) no adjustment will be made for dividends or other rights as a stockholder for which a record date is prior to such date of delivery.

(f) *Tax Withholding.* No later than the date as of which an amount first becomes includable in the gross income of the Participant for applicable income tax purposes with respect to any award under the Plan, the Participant shall pay to the Company or make arrangements satisfactory to the Board regarding the payment of any federal, state or local taxes of any kind required by law to be withheld with respect to such amount. Unless otherwise determined by the Board, in accordance with rules and procedures established by the Board, the minimum required withholding obligations may be settled with Common Stock, including Common Stock that is part of the award that gives rise to the withholding requirement. The obligation of the Company under the Plan shall be conditional upon such payment or arrangements and the Company shall, to the extent permitted by law, have the right to deduct any such taxes from any payment of any kind otherwise due to the Participant.

(g) *Applicable Law.* The Plan shall be governed by and subject to the laws of the State of Delaware and to all applicable laws and to the approvals by any governmental or regulatory agency as may be required.

(h) *Severability.* If any provision of this Plan shall be held illegal or invalid for any reason, such illegality or invalidity shall not affect the remaining provisions of this Plan, but this Plan shall be construed and enforced as if such illegal or invalid provision had never been included herein.

(i) *Compliance with Rule 16b-3.* The Plan is intended to comply with Rule 16b-3 under the Exchange Act or its successors under the Exchange Act and the Board shall interpret and administer the provisions of the Plan or any Award Agreement in a manner consistent therewith. To the extent any provision of the Plan or Award Agreement or any action by the Board fails to so comply, it shall be deemed null and void, to the extent permitted by law and deemed advisable by the Board. Moreover, in the event the Plan or an Award Agreement does not include a provision required by Rule 16(b)(3) to be stated therein, such provision (other than one relating to eligibility requirements, or the price and amount of Awards) shall be deemed automatically to be incorporated by reference into the Plan or such Award Agreement.

(j) *Expenses.* All expenses and costs in connection with the administration of the Plan or the issuance of Options hereunder shall be borne by the Company.

(k) *Headings.* The headings of sections herein are included for convenience of reference and shall not affect the meaning of any of the provisions of the Plan.

**SECOND AMENDMENT TO THE
GUESS?, INC.
2004 EQUITY INCENTIVE PLAN**

WHEREAS, Guess?, Inc. (the "Company") maintains the Guess?, Inc. 2004 Equity Incentive Plan, as amended by the First Amendment thereto effective as of May 9, 2006 (the "Plan");

WHEREAS, pursuant to Section 18 of the Plan, the Compensation Committee of the Board of Directors of the Company may amend the Plan at any time; and

WHEREAS, the Company wishes to amend the Plan to revise the definition of the term "Change in Control" therein;

NOW, THEREFORE, the Plan is hereby amended, effective September 28, 2007, as follows:

SECTION 2

DEFINITIONS

1. The definition of "Change in Control" in Section 2 is amended in its entirety to read as follows:

"Change in Control" of the Company shall be deemed to have occurred:

(1) with respect to all Awards granted under the Plan on or after September 28, 2007, when (A) any Person (other than (x) the Company, any Subsidiary of the Company, any employee benefit plan of the Company or of any Subsidiary of the Company, or any person or entity organized, appointed or established by the Company or any Subsidiary of the Company for or pursuant to the terms of any such plan or (y) Maurice Marciano or Paul Marciano, the members of their families, their respective estates, spouses, heirs and any trust of which any one or more of the foregoing are the trustees, the trustees and/or the beneficiaries, or any other entity controlled by one or more of them (collectively, such persons, estates, trusts, and entities referred to in this clause (y) the "Permitted Holders")), alone or together with its Affiliates and Associates (collectively, an "Acquiring Person") shall become the Beneficial Owner of both (i) thirty-five percent (35%) or more of the then outstanding shares of Common Stock or the Combined Voting Power of the Company (except pursuant to an offer for all outstanding shares of Common Stock at a price and upon such terms and conditions as a majority of the Continuing Directors determine to be in the best interests of the Company and its shareholders (other than an Acquiring Person on whose behalf the offer is being made)) and (ii) more shares of Common Stock or more Combined Voting Power of the Company than are at such time Beneficially Owned by the Permitted Holders, (B) during any period of two consecutive years, individuals who at the beginning of such period constitute the

Board, and any new director (other than a director who is a representative or nominee of an Acquiring Person) whose election by the Board or nomination for election by the Company's shareholders was approved by a vote of at least a majority of the directors then still in office who either were directors at the beginning of the period or whose election or nomination for election was previously so approved (collectively, the "Continuing Directors") cease for any reason to constitute a majority of the Board, (C) the shareholders of the Company approve a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the Surviving Entity (as defined in Section 16 hereof) or any Parent of such Surviving Entity) at least 80% of the Combined Voting Power of the Company, such Surviving Entity or the Parent of such Surviving Entity outstanding immediately after such merger or consolidation, or (D) the shareholders of the Company approve a plan of reorganization (other than a reorganization under the United States Bankruptcy Code) or complete liquidation of the Company or an agreement for the sale or disposition by the Company of all or substantially all of the Company's assets; *provided, however*, that a change in control shall not be deemed to have occurred in the event of (x) a sale or conveyance in which the Company continues as a holding company of an entity or entities that conduct all or substantially all of the business or businesses formerly conducted by the Company or (y) any transaction undertaken for the purpose of incorporating the Company under the laws of another jurisdiction, if such transaction does not materially affect the beneficial ownership of the Company's capital stock; and

(2) with respect to all Awards granted under the Plan prior to September 28, 2007, when (A) any Person (other than (x) the Company, any Subsidiary of the Company, any employee benefit plan of the Company or of any Subsidiary of the Company, or any person or entity organized, appointed or established by the Company or any Subsidiary of the Company for or pursuant to the terms of any such plan or (y) Maurice Marciano, Paul Marciano or Armand Marciano, or any trust established in whole or in part for the benefit of one or more of them or their family members, or any other entity controlled by one or more of them), alone or together with its Affiliates and Associates (collectively, an "Acquiring Person") shall become the Beneficial Owner of twenty percent (20%) or more of the then outstanding shares of Common Stock or the Combined Voting Power of the Company (except pursuant to an offer for all outstanding shares of Common Stock at a price and upon such terms and conditions as a majority of the Continuing Directors determine to be in the best interests of the Company and its shareholders (other than an Acquiring Person on whose behalf the offer is being made)), (B) during any period of two consecutive years, individuals who at the beginning of such period constitute the Board, and any new director (other than a director who is a representative or nominee of an Acquiring Person) whose election by the Board or nomination for election by the Company's shareholders was approved by a vote of at least a majority of the directors then

still in office who either were directors at the beginning of the period or whose election or nomination for election was previously so approved (collectively, the "Continuing Directors") cease for any reason to constitute a majority of the Board, (C) the shareholders of the Company approve a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the Surviving Entity (as defined in Section 16 hereof) or any Parent of such Surviving Entity) at least 80% of the Combined Voting Power of the Company, such Surviving Entity or the Parent of such Surviving Entity outstanding immediately after such merger or consolidation, or (D) the shareholders of the Company approve a plan of reorganization (other than a reorganization under the United States Bankruptcy Code) or complete liquidation of the Company or an agreement for the sale or disposition by the Company of all or substantially all of the Company's assets; provided, however, that a change in control shall not be deemed to have occurred in the event of (x) a sale or conveyance in which the Company continues as a holding company of an entity or entities that conduct all or substantially all of the business or businesses formerly conducted by the Company or (y) any transaction undertaken for the purpose of incorporating the Company under the laws of another jurisdiction, if such transaction does not materially affect the beneficial ownership of the Company's capital stock."

2007. **IN WITNESS WHEREOF**, the Company has caused its duly authorized officer to execute this amendment this 28th day of September,

GUESS?, INC.

BY: /s/ Carlos Alberini

Name:

Carlos Alberini

President and Chief

Title:

Operating Officer

I, Paul Marciano, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Guess?, Inc.;
2. Based on my knowledge, this quarterly 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 quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly 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 quarterly 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 quarterly 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 quarterly 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 quarterly 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: December 12, 2007

By: /s/ PAUL MARCIANO
Paul Marciano
Chief Executive Officer and
Vice Chairman of the Board

I, Carlos Alberini, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Guess?, Inc.;
2. Based on my knowledge, this quarterly 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 quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly 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 quarterly 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 quarterly 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 quarterly 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 quarterly 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: December 12, 2007

By: /s/ CARLOS ALBERINI
Carlos Alberini
President and Chief Operating Officer

I, Dennis R. Secor, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Guess?, Inc.;
2. Based on my knowledge, this quarterly 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 quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly 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 quarterly 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 quarterly 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 quarterly 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 quarterly 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: December 12, 2007

By: /s/ DENNIS R. SECOR

Dennis R. Secor

Senior Vice President and 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, Paul Marciano, Chief Executive Officer and Vice Chairman of the Board 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 Quarterly Report on Form 10-Q of the Company for the period ended November 3, 2007, 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, as amended; and
- the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: December 12, 2007

By: /s/ PAUL MARCIANO
Paul Marciano
Chief Executive Officer and
Vice Chairman of the Board

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002

I, Carlos Alberini, President and Chief Operating 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 Quarterly Report on Form 10-Q of the Company for the period ended November 3, 2007, 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, as amended; and
- the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: December 12, 2007

By: /s/ CARLOS ALBERINI
Carlos Alberini
President and Chief Operating Officer

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002

I, Dennis R. Secor, Senior Vice President and 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 Quarterly Report on Form 10-Q of the Company for the period ended November 3, 2007, 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, as amended; and
- the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: December 12, 2007

By: /s/ DENNIS R. SECOR

Dennis R. Secor

Senior Vice President and Chief Financial Officer
