

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>MARCIANO PAUL</u>  (Last) (First) (Middle) C/O GUESS?, INC. 1444 SOUTH ALAMEDA STREET  (Street) LOS ANGELES CA 90021  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>GUESS INC [ GES ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chief Creative Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) 04/13/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/13/2020		A		39,785 <sup>(1)</sup>	A	\$0	154,998	D	
Common Stock	04/13/2020		A		205,339 <sup>(2)</sup>	A	\$0	360,337	D	
Common Stock								9,492,421	I	by Paul Marciano Trust <sup>(3)</sup>
Common Stock								105,977	I	by Exempt Gift Trust <sup>(4)</sup>
Common Stock								370,309	I	by Nonexempt Gift Trust <sup>(5)</sup>
Common Stock								349,491	I	by PM Special Exempt Trust <sup>(6)</sup>
Common Stock								170,666	I	by G Financial Holdings, LLC <sup>(7)</sup>
Common Stock								339,005	I	by G Financial Holdings II, LLC <sup>(8)</sup>
Common Stock								1,481,700	I	by NRG Capital Holdings, LLC <sup>(9)</sup>

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

**Explanation of Responses:**

- Acquired pursuant to Issuer's employee equity plan upon achievement of previously established performance criteria.
- Acquired pursuant to Issuer's employee equity plan upon achievement of previously established performance criteria. Award was scheduled to vest in three equal installments upon achievement. Since

the performance criteria was met, one-third of the award (68,446 shares) vested April 13, 2020, with the remaining two installments scheduled to vest on January 30 of 2021 and 2022.

3. Shares are held by the Paul Marciano Trust dated 2/20/86, a revocable trust of which the reporting person is the sole trustee and sole beneficiary and has the exclusive pecuniary interest.

4. Shares are held by Exempt Gift Trust under the Next Step Trust, of which the reporting person is the sole trustee. The reporting person disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein.

5. Shares are held by the Nonexempt Gift Trust under the Next Step Trust, of which the reporting person is the sole trustee. The reporting person disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein.

6. Shares are held by Paul Marciano Special Exempt Trust, of which the reporting person has sole investment power.

7. Shares are held by G Financial Holdings, LLC which is indirectly owned by the reporting person.

8. Shares are held by G Financial Holdings II, LLC which is indirectly owned by the reporting person.

9. Shares are held by NRG Capital Holdings, LLC in accounts specifically allocated to trusts for the benefit of the reporting persons and his minor children.

/s/ Jason T. Miller (Attorney-  
in-fact) 04/15/2020

\*\* Signature of Reporting Person      Date

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

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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