

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <b>MARCIANO PAUL</b>  (Last) (First) (Middle) <b>C/O GUESS?, INC.</b> <b>1444 SOUTH ALAMEDA STREET</b>  (Street) <b>LOS ANGELES CA 90021</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>GUESS INC [ GES ]</b>	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) <input type="checkbox"/> Other (specify below)  <b>Chief Creative Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>02/07/2020</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/07/2020		A		174,025 <sup>(1)</sup>	A	\$0	192,883 <sup>(2)</sup>	D	
Common Stock	02/07/2020		F		77,670	D	\$21.78	115,213	D	
Common Stock								9,492,421 <sup>(2)</sup>	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)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Acquired pursuant to Issuer's employee equity plan upon achievement of previously established performance criteria.
- Reflects changes in form of ownership that are exempt pursuant to Rule 16a-13 under the Securities Exchange Act of 1934 since there was no change in pecuniary interest.

