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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): November 1, 2012

GUESS?, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

1-11893

(Commission File Number)

95-3679695

(IRS Employer Identification No.)

1444 S. Alameda Street, Los Angeles, California 90021

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(213) 765-3100**

Not applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) On November 1, 2012, Guess?, Inc. (the “Company”) announced the resignations of J. Michael Prince, Chief Operating Officer, and Dennis Secor, Senior Vice President and Chief Financial Officer of the Company. Both are leaving to pursue other interests. Mr. Prince will remain with the Company until November 26, 2012 and Mr. Secor will remain with the Company until December 7, 2012.

A copy of the press release announcing the resignations is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release of Guess?, Inc. dated November 1, 2012 (management changes)

SIGNATURES

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

Dated: November 1, 2012

GUESS?, INC.

By: /s/ Paul Marciano

Paul Marciano
Chief Executive Officer and Vice Chairman

EXHIBIT INDEX

Exhibit No. Description

99.1 Press Release of Guess?, Inc. dated November 1, 2012 (management changes)

Guess?, Inc. Announces Senior Management Changes

LOS ANGELES, Nov. 1, 2012 /PRNewswire/ -- Guess?, Inc. (NYSE: GES) today announced the resignations of two of its executive officers, J. Michael Prince, Chief Operating Officer, and Dennis Secor, Senior Vice President and Chief Financial Officer of the Company. Both are leaving to pursue other interests. Mr. Prince will remain with the Company until November 26, 2012 and Mr. Secor will remain with the Company until December 7, 2012.

Paul Marciano, Chief Executive Officer, stated, "We wish Michael and Dennis well in their future endeavors and thank them for their contributions to our Company. Given the depth of our management team, we expect a very smooth and orderly transition."

The Company does not have any immediate plans to replace the COO position and will realign these responsibilities among various senior executives. Michael Relich, Executive Vice President and Chief Information Officer, will assume additional operational responsibilities, including logistics. Mr. Relich has been with the Company as its CIO for eight years.

Nigel Kershaw, Vice President of Finance & Accounting, and Treasurer, will assume the role of Interim Chief Financial Officer as of December 7, 2012. Mr. Kershaw has been with the Company for the past seven years in various roles of increasing responsibility.

About Guess?

Guess?, Inc. designs, markets, distributes and licenses a lifestyle collection of contemporary apparel, denim, handbags, watches, footwear and other related consumer products. Guess? products are distributed through branded Guess? stores as well as better department and specialty stores around the world. As of July 28, 2012, the Company directly operated 511 retail stores in the United States and Canada and 300 retail stores in Europe, Asia and Latin America. The Company's licensees and distributors operated an additional 815 retail stores outside of the United States and Canada. For more information about the Company, please visit www.guess.com.

Contact: Guess?, Inc.
Investor Relations
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