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**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): May 3, 2006**

**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 2.02. Results of Operations and Financial Condition.**

**Item 7.01. Regulation FD Disclosure.**

Guess?, Inc. (the “Company”) issued a press release on May 3, 2006 announcing that the Company will delay its first quarter earnings release and investor conference call. The press release is attached hereto as Exhibit 99.1.

The information in this Form 8-K is being furnished under Item 2.02 and Item 7.01 and shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”), or otherwise subject to the liabilities of such section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

The following exhibit is furnished herewith:

99.1 Press Release of Guess?, Inc. dated May 3, 2006 (delay of earnings release for the quarter ended April 1, 2006)

## 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: May 3, 2006

GUESS?, INC.

By: /s/ Maurice Marciano

Maurice Marciano  
*Co-Chairman of the Board,  
Co-Chief Executive Officer and  
Director*

## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of Guess?, Inc. dated May 3, 2006 (delay of earnings release for the quarter ended April 1, 2006)



GUESS?, INC.

NEWS RELEASE

**For Immediate Release**

Contacts: Carlos Alberini  
President & Chief Operating Officer  
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Frederick G. Silny  
SVP & Chief Financial Officer  
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**GUESS?, INC. TO DELAY EARNINGS RELEASE****Company Expects to Report Strong Results for Q1****EPS Between \$0.30 and \$0.33 in Q1 This Year Versus \$0.18 Last Year****— April Comp Sales Up 22.6% —**

**Los Angeles, CA, May 3, 2006** — Guess?, Inc. (NYSE:GES) announced today that it will delay its first quarter earnings release and investor conference call, previously scheduled for 4:30 p.m. (ET) today.

The Company received a comment letter from the Securities and Exchange Commission dated April 27, 2006 regarding the Company's report on Form 10-K for the fiscal year ended December 31, 2005.

The Company is currently in the process of responding to the SEC's comments. The Company and its advisors are focused principally on a comment related to Guess?' acquisition of its European jeanswear licensee in the first quarter of 2005. The comment relates to the allocation of the purchase price to intangible assets.

Guess? currently expects to file the Company's Form 10-Q for the quarter ended April 1, 2006 on or before its due date of May 11, 2006. The Company also plans to release earnings concurrently with such filing. Once that date is finalized, Guess? will schedule an investor conference call to discuss the financial results for the period.

The Company is very pleased to announce that it expects to report strong net earnings for the first quarter ended April 1, 2006, in the range of \$13.5 million to \$15.0 million, or diluted earnings per share of \$0.30 to \$0.33. This compares to net earnings of \$8.2 million or diluted earnings of \$0.18 per share for the first quarter of 2005. The Company noted that its retail, European and licensing business segments all posted significantly improved results for the period. The Company is also pleased to announce that comparable store sales for the fiscal month ended April 29, 2006 increased 22.6%. Guess? will issue a release with full details of April retail sales on Thursday, May 4, 2006.

Guess?, Inc. designs, markets, distributes and licenses a lifestyle collection of contemporary apparel, accessories and related consumer products. At April 29, 2006, the Company operated 316 retail stores in the United States and Canada. The Company also distributes its products through better department and specialty stores around the world. For more information about the Company, please visit [www.guess.com](http://www.guess.com).

*Except for historical information contained herein, certain matters discussed in this press release are forward-looking statements that are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are only expectations, and involve known and unknown risks and uncertainties, which may cause actual results in future periods and other future events to differ materially from what is currently anticipated. Factors which may cause actual results in future periods to*

*differ from current expectations include, among other things, final results of the Company's evaluation of certain accounting practices in response to the SEC comment letter dated April 27, 2006 and the possible need for any corrective action with respect thereto, the continued desirability and customer acceptance of existing and future product lines (including licensed product lines), the successful integration of acquisitions, new stores and new licensees into existing operations, the successful execution of our international growth strategies, possible cancellations of wholesale orders, the success of competitive products, the continued availability of adequate sources of capital, our ability to attract and retain key personnel, general economic conditions, acts of terrorism or acts of war, government regulation, currency fluctuations and possible future litigation. In addition to these factors, the economic and other factors identified in the Company's most recent annual report on Form 10-K and other filings with the Securities and Exchange Commission, including but not limited to the risk factors discussed therein, could affect the forward-looking statements contained herein and in the Company's other public documents.*