

**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): October 29, 2018**

**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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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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) Retirement of Kay Isaacson-Leibowitz as a Director***

On October 18, 2018, Kay Isaacson-Leibowitz notified the board of directors (the “Board”) of Guess?, Inc. (the “Company”) of her intention to retire from the Board, effective October 23, 2018.

***(d) Appointment of Deborah Weinswig and Laurie Ann Goldman as Directors***

On October 23, 2018, upon recommendation of the Company’s Nominating and Governance Committee, the Board appointed Deborah Weinswig as a Class III member of the Board, to fill the vacancy created by the retirement of Ms. Isaacson-Leibowitz and to hold office until the 2020 annual meeting of shareholders of the Company and until her successor is elected and qualified. The Board has determined that Ms. Weinswig is an independent director under the listing standards of the NYSE. Ms. Weinswig was also named to serve on the Nominating and Governance Committee of the Board.

Effective October 23, 2018, the Board increased the size of the Board from eight to nine directors, and, upon recommendation of the Company’s Nominating and Governance Committee, appointed Laurie Ann Goldman as a Class I member of the Board, to hold office until the 2021 annual meeting of shareholders of the Company and until her successor is elected and qualified. The Board has determined that Ms. Goldman is an independent director under the listing standards of the NYSE. Ms. Goldman was also named to serve as the Chairperson of the Nominating and Governance Committee of the Board (a position previously held by Ms. Isaacson-Leibowitz).

Ms. Weinswig and Ms. Goldman will each participate in the current director compensation arrangements applicable to the Company’s non-employee directors, as more fully described in the Company’s Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on May 22, 2018.

There is no arrangement or understanding between Ms. Weinswig or Ms. Goldman and any other person pursuant to which Ms. Weinswig or Ms. Goldman was selected as a member of the Board. In addition, there are no transactions in which Ms. Weinswig or Ms. Goldman has an interest that are required to be disclosed under Item 404(a) of SEC Regulation S-K.

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

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
<a href="#"><u>99.1</u></a>	<a href="#"><u>Press Release of Guess?, Inc. dated October 29, 2018 (appointment of directors)</u></a>

**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: October 29, 2018

GUESS?, INC.

By: /s/ Victor Herrero  
Victor Herrero  
*Chief Executive Officer*



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**GUESS?, INC. APPOINTS TWO NEW MEMBERS**  
**TO ITS BOARD OF DIRECTORS**

**LOS ANGELES, CA, October 29, 2018** – Guess?, Inc. (NYSE:GES) today announced the appointment of two new independent directors to its Board. Laurie Ann Goldman, former CEO of Spanx, Inc., and Deborah Weinswig, Founder and CEO of Coresight Research, each joined the Guess?, Inc. Board effective October 23, 2018. The Company also reported that Kay Isaacson-Leibowitz has retired as a member of its Board of Directors effective October 23, 2018 in order to focus more of her time on her charitable foundation work. These actions bring the total number of Guess?, Inc. Board members to nine and the total number of independent directors to six.

Both Laurie Ann Goldman and Deborah Weinswig will serve on the Nominating and Governance Committee of the Board, with Ms. Goldman also serving as Chairperson of that Committee.

**Laurie Ann Goldman**

Ms. Goldman, age 55, has been a private investor and advisor since 2014. From 2002 to 2014, she served as CEO of Spanx, Inc., a women's undergarment and apparel company. Prior to Spanx, Ms. Goldman held a number of marketing and operational roles at The Coca-Cola Company over a ten-year period, including serving as Director of Worldwide Licensing. Ms. Goldman currently serves on the board of directors for ServiceMaster Global Holdings, Inc. (NYSE:SERV) and Joe & The Juice (a private company), on the board of managers for New Avon LLC (a private company) and on the board for a number of philanthropic organizations.

**Deborah Weinswig**

Ms. Weinswig, age 48, is the Founder and CEO of Coresight Research, a provider of research and advisory services to brands and investors, where she has served since February 2018. From 2014 until February 2018, she served as Managing Director of Fung Global Retail and Technology ("FGRT"), the think tank for the Fung Group. Prior to leading FGRT, Ms. Weinswig served as Chief Customer Officer for Profitect Inc., a predictive analytics and big data software provider, and in a number of roles with Citigroup, Inc., most recently as Managing Director and Head of the Global Staples & Consumer Discretionary team at Citi Research. She currently serves on the board of directors for Xcel Brands, Inc. (NASDAQ: XELB) and Kiabi (a private company), on the advisory board for a number of accelerators and on the board for a number of philanthropic organizations. Ms. Weinswig is a Certified Public Accountant and holds an MBA from the University of Chicago.

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## **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 August 4, 2018, the Company directly operated 1,061 retail stores in the Americas, Europe and Asia. The Company's licensees and distributors operated 601 additional retail stores worldwide. As of August 4, 2018, the Company and its licensees and distributors operated in approximately 100 countries worldwide. For more information about the Company, please visit [www.guess.com](http://www.guess.com).

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Source: Guess?, Inc.