UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of The Securities Exchange Act of 1934

(Amendment No.)

Filed by the Reg	gistrant □
Filed by a Party	other than the Registrant ⊠
Check the appro	priate box:
	Preliminary Proxy Statement
	Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
	Definitive Proxy Statement
\boxtimes	Definitive Additional Materials
	Soliciting Material Under Rule 14a-12
	GUESS?, INC.
	(Name of Registrant as Specified in Its Charter)
	LEGION PARTNERS HOLDINGS, LLC LEGION PARTNERS, L.P. I LEGION PARTNERS, L.P. II LEGION PARTNERS SPECIAL OPPORTUNITIES, L.P. XVIII LEGION PARTNERS, LLC LEGION PARTNERS, LLC LEGION PARTNERS ASSET MANAGEMENT, LLC CHRISTOPHER S. KIPER RAYMOND T. WHITE (Name of Persons(s) Filing Proxy Statement, if Other Than the Registrant)
	(Name of Persons(s) Filing Proxy Statement, if Other Than the Registrant)
Payment of Filir	ng Fee (Check the appropriate box):
\boxtimes	No fee required.
	Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1)	Title of each class of securities to which transaction applies:
(2)	Aggregate number of securities to which transaction applies:
(3)	Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
(4)	Proposed maximum aggregate value of transaction:
(5)	Total fee paid:
	Fee paid previously with preliminary materials:
□ was paid pre	Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee eviously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.
(1)	Amount previously paid:
(2)	Form, Schedule or Registration Statement No.:
(3)	Filing Party:
(4)	Date Filed:

Legion Partners Holdings, LLC, a Delaware limited liability company ("Legion Partners Holdings"), together with the other participants named herein (collectively, "Legion"), has filed a definitive proxy statement and accompanying BLUE proxy card with the Securities and Exchange Commission ("SEC") to be used to solicit votes against the election of certain director candidates nominated by Guess?, Inc., a Delaware corporation (the "Company") for election at the Company's 2022 annual meeting of shareholders.

Item 1: On March 31, 2022, Legion issued the following press release and Investor Presentation titled "Addressing the Marciano Discount", a copy of which is attached hereto as Exhibit 1 and is incorporated herein by reference:

Legion Partners Files Definitive Proxy Statement to Solicit Votes Against Guess?, Inc. Directors Paul Marciano and Maurice Marciano

Issues Investor Presentation Detailing Why It Believes Removing the Marciano Brothers from the Company Should Eliminate a Massive Risk to Guess' Brand, Reputation and Ability to Generate Sustainable Shareholder Value

Urges Shareholders to WITHHOLD Their Votes on Paul and Maurice Marciano on the BLUE Proxy Card

Launches www.ABetterGuess.com to Provide Updates to Shareholders

LOS ANGELES – March 31, 2022 – Legion Partners Asset Management, LLC, together with its affiliates (collectively, "we" or "Legion Partners"), a significant shareholder of Guess?, Inc. ("Guess", or the "Company") (NYSE: GES), today announced that it has filed its definitive proxy statement in connection with a "Vote No" campaign opposing the re-election of Paul and Maurice Marciano to the Company's Board of Directors (the "Board") at the upcoming 2022 Annual Meeting of Shareholders (the "Annual Meeting").

Legion also today issued an investor presentation detailing its views as to why the Marciano brothers must be removed from the Company. The presentation is available at https://abetterguess.com/wp-content/uploads/2022/03/Legion-Presentation.pdf.

Further, Legion has launched www.ABetterGuess.com as a resource for shareholders to find additional information, including legal complaints that allege Paul Marciano's long-standing pattern of misconduct in detail, and sign up for updates.

Highlights of Legion's presentation include the following:

- For more than a decade, a number of sexual assault and harassment allegations have been made against Paul Marciano, who also serves as the Company's Chief Creative Officer, while his brother Maurice Marciano appeared to turn a blind eye as a former Chairman of the Board and the Company spent nearly \$1 million on settlements with alleged victims.
- New sexual assault and harassment allegations have surfaced against Paul Marciano, and even the Company's own insurance carrier has sought relief in court to avoid having to cover claims related to Paul Marciano's alleged "pattern" of "wrongful acts." 1
- Despite these disturbing new developments, the Board has determined to re-nominate Paul and Maurice Marciano for election to the Board at the Company's 2022 Annual Meeting. Legion feels this reflects a disturbing lack of good corporate governance and adequate oversight on the part of the incumbent directors.

¹ Beazley Insurance Company, Inc. v. Guess?, Inc., et al., 2:21-cv-09962.

- Legion believes the Marcianos' ongoing presence on the Board has and will continue to harm the Company's brand, financial performance and stock price. In Legion's view, models hesitate to model for the Company, consumers hesitate to purchase its products, and investors hesitate to invest all of which has likely harmed shareholder value.
- In fact, Guess seems to experience a "Marciano Discount" relative to its peers. While this discount briefly narrowed after Guess launched an investigation into allegations of improper conduct by Paul Marciano, the valuation gap has widened again to 45% since four more individuals complained about sexual assaults by Paul Marciano in 2021.

It is time to make a better Guess.

Legion urges shareholders to support its efforts by signing, dating and returning the enclosed BLUE proxy card today to WITHHOLD their vote on the re-election of Paul and Maurice Marciano.

If shareholders have already voted for the Company's nominees, they have every right to change their vote by signing, dating and returning a later dated BLUE proxy card or by voting in person at the Annual Meeting.

If shareholders have any questions, require assistance in voting the BLUE proxy card or need additional copies of our proxy materials, please contact:

Saratoga Proxy Consulting LLC 520 8th Avenue, 14th Floor New York, NY 10018 (212) 257-1311

Shareholders call toll-free at (888) 368-0379 Email: info@saratogaproxy.com

About Legion Partners

Legion Partners is a value-oriented investment manager based in Los Angeles, with a satellite office in Sacramento, CA. Legion Partners seeks to invest in high-quality businesses that are temporarily trading at a discount, utilizing deep fundamental research and long-term shareholder engagement. Legion Partners manages a concentrated portfolio of North American small-cap equities on behalf of some of the world's largest institutional and HNW investors.

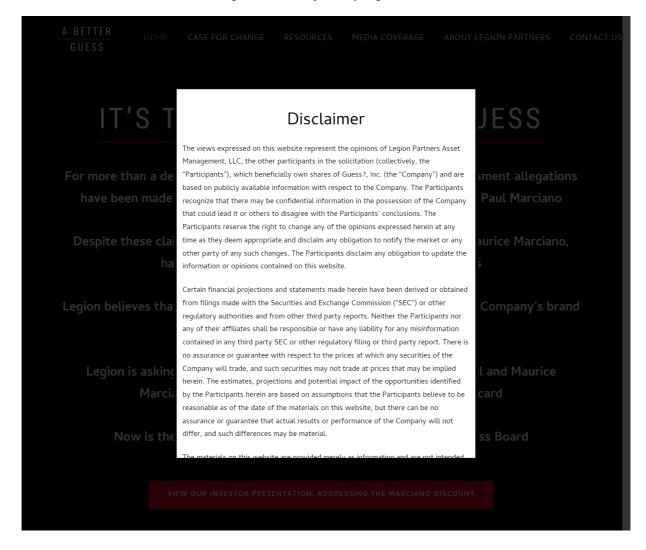
Investor Contact:

John Ferguson / Joe Mills Saratoga Proxy Consulting (212) 257-1311 jferguson@saratogaproxy.com / jmills@saratogaproxy.com

Media Contact:

Longacre Square Partners
Dan Zacchei / Joe Germani
dzacchei@longacresquare.com / jgermani@longacresquare.com

Item 2: On March 31, 2022, Legion launched a website to communicate with the Company's shareholders regarding the Annual Meeting. The website address is www.ABetterGuess.com/. The following materials were posted by Legion to www.ABetterGuess.com/:



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The materials on this website are provided merely as information and are not intended to be, nor should they be construed as, an offer to sell or a solicitation of an offer to buy any security. These materials do not recommend the purchase or sale of any security. The Participants currently beneficially own shares of the Company. It is possible that there will be developments in the future that cause the Participants from time to time to sell all or a portion of their holdings of the Company in open market transactions or otherwise (including via short sales), buy additional shares (in open market or privately negotiated transactions or otherwise), or trade in options, puts, calls or other derivative instruments relating to such shares.

Although the Participants believe the statements made in this website are substantially accurate in all material respects and does not omit to state material facts necessary to make those statements not misleading, the Participants make no representation or warranty, express or implied, as to the accuracy or completeness of those statements or any other written or oral communication it makes with respect to the Company and any other companies mentioned, and the Participants expressly disclaim any liability relating to those statements or communications (or any inaccuracies or omissions therein). Thus, shareholders and others should conduct their own independent investigation and analysis of those statements and communications and of the Company and any other companies to which those statements or communications may

This website may contain links to articles and/or videos (collectively, "Media"). The views and opinions expressed in such Media are those of the author(s)/speaker(s) referenced or quoted in such Media and, unless specifically noted otherwise, do not necessarily represent the opinion of the Participants.

This website may not be deemed to constitute solicitation material and is intended

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This website may not be deemed to constitute solicitation material and is intended solely to inform shareholders so that they may make an informed decision regarding the proxy solicitation, as explained in greater detail below

Cautionary Statement Regarding Forward-Looking Statements

The materials on this website contain forward-looking statements. All statements contained herein that are not clearly historical in nature or that necessarily depend on future events are forward-looking, and the words "anticipate," "believe," "expect," "potential," "opportunity," "estimate," "plan," and similar expressions are generally intended to identify forward-looking statements. The projected results and statements contained herein that are not historical facts are based on current expectations, speak only as of the date of these materials and involve risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such projected results and statements. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond the control of the Participants. Although the Participants believe that the assumptions underlying the projected results or forward-looking statements are reasonable as of the date of these materials, any of the assumptions could be inaccurate and therefore, there can be no assurance that the projected results or forward-looking statements included herein will prove to be accurate. In light of the significant uncertainties inherent in the projected results and forward-looking statements included herein, the inclusion of such information should not be regarded as a representation as to future results or that the objectives and strategic initiatives expressed or implied by such projected results and forward-looking statements will be achieved. The Participants will not undertake and specifically

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statements will be achieved. The Participants will not undertake and specifically declines any obligation to disclose the results of any revisions that may be made to any projected results or forward-looking statements herein to reflect events or circumstances after the date of such projected results or statements or to reflect the occurrence of anticipated or unanticipated events.

LEGION PARTNERS HAS NOT SOUGHT OR OBTAINED CONSENT FROM ANY THIRD

PARTY TO USE ANY STATEMENTS OR INFORMATION CONTAINED HEREIN, ANY SUCH STATEMENTS OR INFORMATION SHOULD NOT BE VIEWED AS INDICATING THE SUPPORT OF SUCH THIRD PARTY FOR THE VIEWS EXPRESSED HEREIN. ALL TRADEMARKS AND TRADE NAMES USED HEREIN ARE THE EXCLUSIVE PROPERTY OF

THEIR RESPECTIVE OWNERS.

Additional Information

Legion Partners Holdings, LLC, a Delaware limited liability company ("Legion Partners Holdings") together with the other participants named herein (collectively, "Legion"), have filed a definitive proxy statement and accompanying BLUE proxy card with the SEC to be used to solicit votes against the election of certain director candidates nominated by Guess?, Inc., a Delaware Corporation (the "Company") for election at the Company's 2022 annual meeting of shareholders. Legion Partners Holdings strongly advises all stockholders of the Company to read the proxy statement and any other documents related to the solicitation of stockholders of the Company in connection with the Annual Meeting because they contain important information, including information relating to the Participants. These materials and other materials filed by Legion Partners Holdings with the SEC in connection with the solicitation of proxies are available at no charge on the SEC's website at http://www.sec.gov. The definitive proxy statement and other relevant documents filed by Legion Partners Holdings with

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I HAVE READ AND AGREE TO THE TERMS OF THIS WEBSITE

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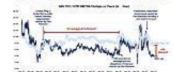
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RESOURCES

Legion's Materials

Investor Presentation: Addressing the Marciano Discount | March 31, 2022

Legion Partners Files Definitive Proxy Statement to Solicit Votes Against Guess?, Inc. Directors Paul Marciano and Maurice Marciano | March 31, 2022

Legion Partners Launches "Vote No" Campaign Against Guess?, Inc. Directors Paul and Maurice Marciano | March 16, 2022

Investor Presentation: Paul Marciano - A Long List of Sexual Assault and Harassment Allegations | March 9, 2022

Legion Partners Issues Presentation Detailing Paul Marciano's Long List of Sexual Assault and Harassment Allegations and Calls on Independent Members of the Guess Board to Take Appropriate Action | March 9, 2022

Legion Partners Issues Letter to Guess?, Inc. Board of Directors | February 8, 2022

Court Documents

Jane Doe 1 and 2 vs. Guess Board of Directors | 2022

Beazley Insurance company vs. Guess and Paul Marciano | 2021

Jane Doe 3 vs. Paul Marciano | 2021

Jane Doe vs. Paul Marciano | 2021

Lindsay Ring vs. Paul Marciano | 2009

Plaintiffs 1,2,3,4 vs. Paul Marciano | 1994

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MEDIA COVERAGE

THE WALL STREET JOURNAL Bloomberg

An activist investor is calling for the co-founders of Guess Inc. to be removed from the clothing maker's step down from the board to

Guess? Inc.'s co-founders should eliminate a distraction to the apparel. brothers who co-founded the maker's tumaround...

REUTERS

Guess Faces Calls to Remove
Marciano Brothers From Board
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Says

Guess Should Remove Co-Foundary From Board, Investor
Says

Fund wants Guess foundary off board amid sexual misconduct allegations - source

An activist investment firm wants

retailer, arguing...



Additional Sexual Assault Accusers Come Forward Against Guess Co-Founder

Additional women have come forward 2007 may have helped bring accusing Guess? Inc. Co-Founder and awareness to the overwhelding Chief Creative Officer Paul Marciano presence of sexual turasument in_

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When Will Sexual Harassment
Go Out of Fashion? Firing of Co-Founder Paul
Marciano Over Sexual
Misconduct Claims
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A shareholder in fashion giant Guess Inc. on Wednesday plans to publicly demand the retailer dump its



Legion Partners Asset Management. Legion Partners Asset Management. Despite the numerous sexual. business, sent a letter to the board Monday...

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the Guess brand's board of directors, co-founder Paul Marciano, the demanding...

which owns about 2.5 percent of the on Tuesday released a public letter to misconduct allegations against Guess fashion industry has...

Bloomberg

Guess Plunges as It Names CEO, Keeps Paul Marciano as Creative Head

Guess? Inc. co-founder Paul

Marciano, who resigned as chairman arnid a...

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ABOUT LEGION PARTNERS

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Our Commitment to ESG

Within our portfolio, we promote the building and strengthening of company cultures where ESG isn't just a trendy acronym, but rather is embraced and deeply knit into the fabric of the organization. We believe this is essential to achieving sustainable long-

To learn more about Legion Partners, visit: https://legionpartners.com/



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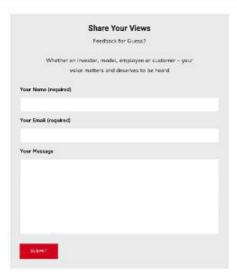
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John Ferguson / Joe Nitts Saratoga Proxy Consulting (3/3) 367-360 info@saratogaproxy.com

For Media

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PRIVACY POLICY

Our Commitment to Bridge

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