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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 10-Q**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended May 3, 2014

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from            to

Commission file number: 1-11893

**GUESS?, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**95-3679695**

(I.R.S. Employer  
Identification No.)

**1444 South Alameda Street  
Los Angeles, California**

(Address of principal executive offices)

**90021**

(Zip Code)

**(213) 765-3100**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of June 4, 2014 the registrant had 85,247,759 shares of Common Stock, \$.01 par value per share, outstanding.

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**GUESS?, INC.**  
**FORM 10-Q**  
**TABLE OF CONTENTS**

**PART I. FINANCIAL INFORMATION**

<a href="#">Item 1.</a>	<a href="#">Financial Statements (unaudited)</a>	<a href="#">1</a>
	<a href="#">Condensed Consolidated Balance Sheets as of May 3, 2014 and February 1, 2014</a>	<a href="#">1</a>
	<a href="#">Condensed Consolidated Statements of Income (Loss) — Three Months Ended May 3, 2014 and May 4, 2013</a>	<a href="#">2</a>
	<a href="#">Condensed Consolidated Statements of Comprehensive Income (Loss) — Three Months Ended May 3, 2014 and May 4, 2013</a>	<a href="#">3</a>
	<a href="#">Condensed Consolidated Statements of Cash Flows — Three Months Ended May 3, 2014 and May 4, 2013</a>	<a href="#">4</a>
	<a href="#">Notes to Condensed Consolidated Financial Statements</a>	<a href="#">5</a>
<a href="#">Item 2.</a>	<a href="#">Management’s Discussion and Analysis of Financial Condition and Results of Operations</a>	<a href="#">21</a>
<a href="#">Item 3.</a>	<a href="#">Quantitative and Qualitative Disclosures About Market Risk</a>	<a href="#">35</a>
<a href="#">Item 4.</a>	<a href="#">Controls and Procedures</a>	<a href="#">36</a>
	<b><u>PART II. OTHER INFORMATION</u></b>	
<a href="#">Item 1.</a>	<a href="#">Legal Proceedings</a>	<a href="#">37</a>
<a href="#">Item 1A.</a>	<a href="#">Risk Factors</a>	<a href="#">37</a>
<a href="#">Item 2.</a>	<a href="#">Unregistered Sales of Equity Securities and Use of Proceeds</a>	<a href="#">38</a>
<a href="#">Item 6.</a>	<a href="#">Exhibits</a>	<a href="#">39</a>

**PART I. FINANCIAL INFORMATION****ITEM 1. Financial Statements.**

**GUESS?, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(in thousands, except share data)

	May 3, 2014	Feb 1, 2014
	(unaudited)	
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 472,463	\$ 502,945
Short-term investments	5,075	5,123
Accounts receivable, net	217,541	276,565
Inventories	373,423	350,899
Other current assets	89,342	80,554
Total current assets	1,157,844	1,216,086
Property and equipment, net	322,936	324,606
Goodwill	39,538	38,992
Other intangible assets, net	13,141	13,143
Long-term deferred tax assets	58,678	54,973
Other assets	121,614	116,631
	<u>\$ 1,713,751</u>	<u>\$ 1,764,431</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Current portion of capital lease obligations and borrowings	\$ 1,829	\$ 4,160
Accounts payable	164,895	191,532
Accrued expenses	153,126	174,333
Total current liabilities	319,850	370,025
Capital lease obligations and other long-term debt	6,912	7,580
Deferred rent and lease incentives	90,734	90,492
Other long-term liabilities	116,913	120,518
	534,409	588,615
Redeemable noncontrolling interests	5,807	5,830
Commitments and contingencies (Note 12)		
Stockholders' equity:		
Preferred stock, \$.01 par value. Authorized 10,000,000 shares; no shares issued and outstanding	—	—
Common stock, \$.01 par value. Authorized 150,000,000 shares; issued 139,524,414 and 139,245,729 shares, outstanding 85,251,515 and 84,962,345 shares, at May 3, 2014 and February 1, 2014, respectively	853	850
Paid-in capital	443,652	439,742
Retained earnings	1,226,067	1,247,180
Accumulated other comprehensive income (loss)	6,533	(13,801)
Treasury stock, 54,272,899 and 54,283,384 shares at May 3, 2014 and February 1, 2014, respectively	(519,357)	(519,457)
Guess?, Inc. stockholders' equity	1,157,748	1,154,514
Nonredeemable noncontrolling interests	15,787	15,472
Total stockholders' equity	<u>1,173,535</u>	<u>1,169,986</u>

	<u>\$ 1,713,751</u>	<u>\$ 1,764,431</u>
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*See accompanying notes to condensed consolidated financial statements.*

**GUESS?, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF INCOME (LOSS)**  
(in thousands, except per share data)  
(unaudited)

	<b>Three Months Ended</b>	
	<b>May 3, 2014</b>	<b>May 4, 2013</b>
Product sales	\$ 496,928	\$ 518,664
Net royalties	25,613	30,250
Net revenue	522,541	548,914
Cost of product sales	346,310	351,488
Gross profit	176,231	197,426
Selling, general and administrative expenses	178,208	183,764
Restructuring charges	—	2,337
Earnings (loss) from operations	(1,977)	11,325
Other income (expense):		
Interest expense	(525)	(549)
Interest income	405	334
Other income (expense), net	(1,119)	5,457
	(1,239)	5,242
Earnings (loss) before income tax expense (benefit)	(3,216)	16,567
Income tax expense (benefit)	(1,029)	5,467
Net earnings (loss)	(2,187)	11,100
Net earnings (loss) attributable to noncontrolling interests	(86)	1,184
Net earnings (loss) attributable to Guess?, Inc.	<u>\$ (2,101)</u>	<u>\$ 9,916</u>
<b>Net earnings (loss) per common share attributable to common stockholders (Note 2):</b>		
Basic	\$ (0.03)	\$ 0.12
Diluted	\$ (0.03)	\$ 0.12
<b>Weighted average common shares outstanding attributable to common stockholders (Note 2):</b>		
Basic	84,499	84,582
Diluted	84,499	84,778
Dividends declared per common share	\$ 0.225	\$ 0.200

*See accompanying notes to condensed consolidated financial statements.*

**GUESS?, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**  
(in thousands)  
(unaudited)

	<b>Three Months Ended</b>	
	<b>May 3, 2014</b>	<b>May 4, 2013</b>
Net earnings (loss)	\$ (2,187)	\$ 11,100
Other comprehensive income (loss) (“OCI”):		
Foreign currency translation adjustment		
Gains (losses) arising during the period	22,250	(24,414)
Derivative financial instruments designated as cash flow hedges		
Gains (losses) arising during the period	(2,679)	4,670
Less income tax effect	621	(582)
Reclassification to net earnings (loss) for (gains) losses realized	525	(458)
Less income tax effect	(21)	70
Marketable securities		
Gains (losses) arising during the period	(26)	99
Less income tax effect	10	(40)
Reclassification to net loss for gains realized	(87)	—
Less income tax effect	33	—
Supplemental Executive Retirement Plan (“SERP”)		
Actuarial loss amortization	234	277
Prior service (credit) cost amortization	(58)	155
Less income tax effect	(67)	(165)
Total comprehensive income (loss)	18,548	(9,288)
Less comprehensive income attributable to noncontrolling interests:		
Net earnings (loss)	(86)	1,184
Foreign currency translation adjustment	401	352
Amounts attributable to noncontrolling interests	315	1,536
Comprehensive income (loss) attributable to Guess?, Inc.	<u>\$ 18,233</u>	<u>\$ (10,824)</u>

*See accompanying notes to condensed consolidated financial statements.*

**GUESS?, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(in thousands)  
(unaudited)

	<b>Three Months Ended</b>	
	<b>May 3, 2014</b>	<b>May 4, 2013</b>
<b>Cash flows from operating activities:</b>		
Net earnings (loss)	\$ (2,187)	\$ 11,100
<b>Adjustments to reconcile net earnings (loss) to net cash provided by (used in) operating activities:</b>		
Depreciation and amortization of property and equipment	20,759	21,910
Amortization of intangible assets	637	598
Share-based compensation expense	3,457	2,248
Unrealized forward contract (gains) losses	2,160	(2,409)
Net loss on disposition of property and equipment and long-term assets	910	1,348
Other items, net	744	(1,092)
<b>Changes in operating assets and liabilities:</b>		
Accounts receivable	63,851	56,840
Inventories	(18,119)	(12,443)
Prepaid expenses and other assets	(9,411)	(9,292)
Accounts payable and accrued expenses	(60,103)	(33,241)
Deferred rent and lease incentives	(40)	(1,330)
Other long-term liabilities	(2,891)	(2,500)
<b>Net cash provided by (used in) operating activities</b>	<b>(233)</b>	<b>31,737</b>
<b>Cash flows from investing activities:</b>		
Purchases of property and equipment	(17,254)	(17,272)
Changes in other assets	(43)	7,133
Proceeds from sale of investment	598	—
Acquisition of businesses, net of cash acquired	—	(653)
Net cash settlement of forward contracts	(407)	661
<b>Net cash used in investing activities</b>	<b>(17,106)</b>	<b>(10,131)</b>
<b>Cash flows from financing activities:</b>		
Proceeds from short-term borrowings	—	152
Repayment of borrowings and capital lease obligations	(3,661)	(480)
Dividends paid	(19,198)	(17,129)
Issuance of common stock, net of nonvested award repurchases	646	1,704
Excess tax benefits from share-based compensation	95	2
Purchase of treasury stock	—	(22,099)
<b>Net cash used in financing activities</b>	<b>(22,118)</b>	<b>(37,850)</b>
Effect of exchange rates on cash and cash equivalents	8,975	(6,340)
<b>Net change in cash and cash equivalents</b>	<b>(30,482)</b>	<b>(22,584)</b>
Cash and cash equivalents at beginning of period	502,945	329,021
<b>Cash and cash equivalents at end of period</b>	<b>\$ 472,463</b>	<b>\$ 306,437</b>
<b>Supplemental cash flow data:</b>		
Interest paid	\$ 229	\$ 237
Income taxes paid	\$ 17,434	\$ 11,045

*See accompanying notes to condensed consolidated financial statements.*



**GUESS?, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**May 3, 2014**  
(unaudited)

**(1) Basis of Presentation**

In the opinion of management, the accompanying unaudited condensed consolidated financial statements of Guess?, Inc. and its subsidiaries (the “Company”) contain all adjustments, consisting of normal recurring adjustments, considered necessary for a fair presentation of the condensed consolidated balance sheets as of May 3, 2014 and February 1, 2014, and the condensed consolidated statements of income (loss), comprehensive income (loss) and cash flows for the three months ended May 3, 2014 and May 4, 2013. The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial information and the instructions to Rule 10-01 of Regulation S-X of the Securities and Exchange Commission (the “SEC”). Accordingly, they have been condensed and do not include all of the information and footnotes required by GAAP for complete financial statements. The results of operations for the three months ended May 3, 2014 are not necessarily indicative of the results of operations to be expected for the full fiscal year. These financial statements should be read in conjunction with the Company’s Annual Report on Form 10-K for the year ended February 1, 2014.

The three months ended May 3, 2014 had the same number of days as the three months ended May 4, 2013. All references herein to “fiscal 2015”, “fiscal 2014” and “fiscal 2013” represent the results of the 52-week fiscal year ending January 31, 2015, the 52-week fiscal year ended February 1, 2014 and the 53-week fiscal year ended February 2, 2013, respectively.

*New Accounting Guidance*

In July 2013, the Financial Accounting Standards Board (“FASB”) issued authoritative guidance which requires that an unrecognized tax benefit be presented in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar loss or a tax credit carryforward, if specific criteria are met. The Company adopted this guidance effective February 2, 2014. The adoption of this guidance did not have a material impact on the Company’s condensed consolidated financial statements.

In April 2014, the FASB issued authoritative guidance which raises the threshold for disposals to qualify as discontinued operations. Under this new guidance, a discontinued operation is (1) a component of an entity or group of components that have been disposed of or are classified as held for sale and represent a strategic shift that has or will have a major effect on an entity’s operations and financial results, or (2) an acquired business that is classified as held for sale on the acquisition date. This guidance also requires expanded or new disclosures for discontinued operations, individually material disposals that do not meet the definition of a discontinued operation, an entity’s continuing involvement with a discontinued operation following disposal and retained equity method investments in a discontinued operation. This guidance is effective for fiscal periods beginning after December 15, 2014. The adoption of this guidance is not expected to have a material impact on the Company’s consolidated financial statements.

In May 2014, the FASB issued a comprehensive new revenue recognition standard which will supersede previous existing revenue recognition guidance. The standard creates a five-step model for revenue recognition that requires companies to exercise judgment when considering contract terms and relevant facts and circumstances. The five-step model includes (1) identifying the contract, (2) identifying the separate performance obligations in the contract, (3) determining the transaction price, (4) allocating the transaction price to the separate performance obligations and (5) recognizing revenue when each performance obligation has been satisfied. The standard also requires expanded disclosures surrounding revenue recognition. The standard is effective for fiscal periods beginning after December 15, 2016 and allows for either full retrospective or modified retrospective adoption. The Company is currently evaluating the impact of the adoption of this standard on its consolidated financial statements.

**(2) Earnings (Loss) Per Share**

Basic earnings (loss) per share represents net earnings (loss) attributable to common stockholders divided by the weighted average number of common shares outstanding for the period. Diluted earnings (loss) per share represents net earnings (loss) attributable to common stockholders divided by the weighted average number of common shares outstanding, inclusive of the dilutive impact of common equivalent shares outstanding during the period. However, nonvested restricted stock awards (referred to as participating securities) are excluded from the dilutive impact of common equivalent shares outstanding in accordance with authoritative guidance under the two-class method since the nonvested restricted stockholders are entitled to participate in dividends declared on common stock as if the shares were fully vested and hence are deemed to be participating securities. Under the two-class method, earnings attributable to nonvested restricted stockholders are excluded from net earnings attributable to common stockholders for purposes of calculating basic and diluted earnings per common share. However, net losses are not allocated to nonvested restricted stockholders since they are not contractually obligated to share in the losses of the Company.

The computation of basic and diluted net earnings (loss) per common share attributable to common stockholders is as follows (in thousands, except per share data):

	<b>Three Months Ended</b>	
	<b>May 3, 2014</b>	<b>May 4, 2013</b>
Net earnings (loss) attributable to Guess?, Inc.	\$ (2,101)	\$ 9,916
Less net earnings attributable to nonvested restricted stockholders	147	89
Net earnings (loss) attributable to common stockholders	<u>\$ (2,248)</u>	<u>\$ 9,827</u>
Weighted average common shares used in basic computations	84,499	84,582
Effect of dilutive securities:		
Stock options and restricted stock units	—	196
Weighted average common shares used in diluted computations	<u>84,499</u>	<u>84,778</u>
Net earnings (loss) per common share attributable to common stockholders:		
Basic	\$ (0.03)	\$ 0.12
Diluted	\$ (0.03)	\$ 0.12

For the three months ended May 3, 2014, there were 232,196 potentially dilutive shares that were not included in the computation of diluted weighted average common shares and common share equivalents outstanding because their effect would have been anti-dilutive given the Company's net loss.

For the three months ended May 3, 2014 and May 4, 2013, equity awards granted for 1,213,896 and 1,353,455, respectively, of the Company's common shares were outstanding but were excluded from the computation of diluted weighted average common shares and common share equivalents outstanding because the assumed proceeds, as calculated under the treasury method, resulted in these awards being anti-dilutive. For the three months ended May 3, 2014, the Company also excluded 259,700 nonvested stock units which are subject to the achievement of performance-based vesting conditions from the computation of diluted weighted average common shares and common share equivalents outstanding because the performance condition had not yet been achieved as of May 3, 2014. There were no nonvested stock options or units in the comparable prior-year period which remained subject to a performance condition as of May 4, 2013.

On March 14, 2011, the Company's Board of Directors authorized a program to repurchase, from time-to-time and as market and business conditions warrant, up to \$250 million of the Company's common stock (the "2011 Share Repurchase Program"). On June 26, 2012, the Company's Board of Directors authorized a new program to repurchase, from time-to-time and as market and business conditions warrant, up to \$500 million of the Company's common stock (the "2012 Share Repurchase Program"). The 2012 Share Repurchase Program was in addition to the 2011 Share Repurchase Program. Repurchases under programs may be made on the open market or in privately negotiated transactions, pursuant to Rule 10b5-1 trading plans or other available means. There is no minimum or maximum number of shares to be repurchased under programs and programs may be

discontinued at any time, without prior notice. There were no share repurchases under the 2012 Share Repurchase Program during the three months ended May 3, 2014. During the three months ended May 4, 2013, the Company repurchased 882,551 shares under the 2011 and 2012 Share Repurchase Programs at an aggregate cost of \$22.1 million. At May 3, 2014, the Company had remaining authority under the 2012 Share Repurchase Program to purchase \$495.8 million of its common stock and no remaining authority to purchase shares under the 2011 Share Repurchase Program.

**(3) Stockholders' Equity and Redeemable Noncontrolling Interests**

A reconciliation of the total carrying amount of total stockholders' equity, Guess?, Inc. stockholders' equity and stockholders' equity attributable to nonredeemable and redeemable noncontrolling interests for the fiscal year ended February 1, 2014 and three months ended May 3, 2014 is as follows (in thousands):

	Stockholders' Equity			Redeemable Noncontrolling Interests
	Guess?, Inc. Stockholders' Equity	Nonredeemable Noncontrolling Interests	Total	
Balance at February 2, 2013	\$ 1,086,992	\$ 13,876	\$ 1,100,868	\$ 3,144
Net earnings	153,434	4,277	157,711	—
Foreign currency translation adjustment	(17,621)	(804)	(18,425)	(104)
Gain on derivative financial instruments designated as cash flow hedges, net of income tax of (\$237)	1,669	—	1,669	—
Loss on marketable securities, net of income tax of \$4	(7)	—	(7)	—
SERP plan amendment, prior service cost amortization and actuarial valuation gain (loss) and related amortization, net of income tax of (\$2,963)	4,619	—	4,619	—
Issuance of common stock under stock compensation plans, net of tax effect	2,404	—	2,404	—
Issuance of stock under Employee Stock Purchase Plan	980	—	980	—
Share-based compensation	13,949	—	13,949	—
Dividends	(68,215)	—	(68,215)	—
Share repurchases	(22,099)	—	(22,099)	—
Noncontrolling interest capital contribution	—	—	—	1,199
Noncontrolling interest capital distribution	—	(1,877)	(1,877)	—
Redeemable noncontrolling interest redemption value adjustment	(1,591)	—	(1,591)	1,591
Balance at February 1, 2014	\$ 1,154,514	\$ 15,472	\$ 1,169,986	\$ 5,830
Net loss	(2,101)	(86)	(2,187)	—
Foreign currency translation adjustment	21,849	401	22,250	232
Loss on derivative financial instruments designated as cash flow hedges, net of income tax of \$600	(1,554)	—	(1,554)	—
Loss on marketable securities, net of income tax of \$43	(70)	—	(70)	—
SERP prior service credit and actuarial valuation amortization, net of income tax of (\$67)	109	—	109	—
Issuance of common stock under stock compensation plans, net of tax effect	316	—	316	—
Issuance of stock under Employee Stock Purchase Plan	248	—	248	—
Share-based compensation	3,457	—	3,457	—
Dividends	(19,275)	—	(19,275)	—
Redeemable noncontrolling interest redemption value adjustment	255	—	255	(255)
Balance at May 3, 2014	\$ 1,157,748	\$ 15,787	\$ 1,173,535	\$ 5,807

[Table of Contents](#)

*Accumulated Other Comprehensive Income (Loss)*

The changes in accumulated other comprehensive income (loss), net of related income taxes, for the three months ended May 3, 2014 and May 4, 2013 are as follows (in thousands):

	Foreign Currency Translation Adjustment	Derivative Financial Instruments Designated as Cash Flow Hedges	Marketable Securities	SERP	Total
Balance at February 1, 2014	\$ (7,003)	\$ (113)	\$ 103	\$ (6,788)	\$ (13,801)
Gains (losses) arising during the period	21,849	(2,058)	(16)	—	19,775
Reclassification to net loss for (gains) losses realized	—	504	(54)	109	559
Net other comprehensive income (loss)	21,849	(1,554)	(70)	109	20,334
Balance at May 3, 2014	\$ 14,846	\$ (1,667)	\$ 33	\$ (6,679)	\$ 6,533

	Foreign Currency Translation Adjustment	Derivative Financial Instruments Designated as Cash Flow Hedges	Marketable Securities	SERP	Total
Balance at February 2, 2013	\$ 10,618	\$ (1,782)	\$ 110	\$ (11,407)	\$ (2,461)
Gains (losses) arising during the period	(24,766)	4,088	59	—	(20,619)
Reclassification to net earnings for (gains) losses realized	—	(388)	—	267	(121)
Net other comprehensive income (loss)	(24,766)	3,700	59	267	(20,740)
Balance at May 4, 2013	\$ (14,148)	\$ 1,918	\$ 169	\$ (11,140)	\$ (23,201)

Details on reclassifications out of accumulated other comprehensive income (loss) to net earnings (loss) during the three months ended May 3, 2014 and May 4, 2013 are as follows (in thousands):

	Three Months Ended		Location of (Gain) Loss Reclassified from Accumulated OCI into Earnings (Loss)
	May 3, 2014	May 4, 2013	
Derivative financial instruments designated as cash flow hedges:			
Foreign exchange currency contracts	\$ 494	\$ (479)	Cost of sales
Foreign exchange currency contracts	31	21	Other income/expense
Less income tax effect	(21)	70	Income tax expense (benefit)
	504	(388)	
Marketable securities:			
Available-for-sale securities	(87)	—	Other income/expense
Less income tax effect	33	—	Income tax expense (benefit)
	(54)	—	
SERP:			
Actuarial loss amortization	234	277	(1)
Prior service (credit) cost amortization	(58)	155	(1)
Less income tax effect	(67)	(165)	Income tax expense (benefit)
	109	267	
Total reclassifications during the period	\$ 559	\$ (121)	

(1) These accumulated other comprehensive income (loss) components are included in the computation of net periodic pension cost. Refer to Note 13 for further information.

*Redeemable Noncontrolling Interests*

The Company is party to a put arrangement with respect to the common securities that represent the remaining noncontrolling interest from the acquisition of its majority-owned subsidiary, Guess Sud SAS (“Guess Sud”). The put arrangement for Guess Sud, representing 40% of the total outstanding equity interest of that subsidiary, may be exercised at the discretion of the noncontrolling interest holders by providing written notice to the Company any time after January 30, 2012. The put arrangement is recorded on the

balance sheet at its expected redemption

[Table of Contents](#)

value based on a method which approximates fair value and classified as a redeemable noncontrolling interest outside of permanent equity. The redemption value of the Guess Sud redeemable put arrangement was \$4.6 million and \$4.7 million at May 3, 2014 and February 1, 2014, respectively.

During fiscal 2014, the Company entered into a majority-owned joint venture to establish Guess Brasil Comércio e Distribuição S.A. ("Guess Brazil"). The Company funded \$1.8 million to obtain a 60% interest in Guess Brazil and is subject to a put arrangement with respect to the common securities that represent the remaining noncontrolling interest. The put arrangement may be exercised at the discretion of the noncontrolling interest holder by providing written notice to the Company beginning in fiscal 2020, or sooner in certain limited circumstances, and every third anniversary thereafter subject to certain time restrictions. The redemption value of the Guess Brazil put arrangement is based on a multiple of Guess Brazil's earnings before interest, taxes, depreciation and amortization subject to certain adjustments. The redemption value of the Guess Brazil redeemable put arrangement was \$1.2 million and \$1.1 million at May 3, 2014 and February 1, 2014, respectively.

**(4) Accounts Receivable**

Accounts receivable is summarized as follows (in thousands):

	May 3, 2014	Feb 1, 2014
Trade	\$ 239,769	\$ 291,411
Royalty	8,165	16,372
Other	6,764	8,174
	<u>254,698</u>	<u>315,957</u>
Less allowance for doubtful accounts	37,157	39,392
	<u>\$ 217,541</u>	<u>\$ 276,565</u>

Accounts receivable consists of trade receivables relating primarily to the Company's wholesale business in Europe, and to a lesser extent, to its wholesale businesses in North America and Asia, and royalty receivables relating to its licensing operations. The accounts receivable allowance includes allowances for doubtful accounts, wholesale sales returns and wholesale markdowns. Retail sales returns allowances are included in accrued expenses.

**(5) Inventories**

Inventories consist of the following (in thousands):

	May 3, 2014	Feb 1, 2014
Raw materials	\$ 11,005	\$ 10,585
Work in progress	340	977
Finished goods	362,078	339,337
	<u>\$ 373,423</u>	<u>\$ 350,899</u>

As of May 3, 2014 and February 1, 2014, the Company had an allowance to write-down inventories to the lower of cost or market of \$21.1 million and \$23.4 million, respectively.

**(6) Restructuring Charges**

During the first quarter of fiscal 2014, the Company implemented plans to streamline its structure and reduce expenses in both Europe and North America. During the second quarter of fiscal 2014, the Company expanded these plans to include the consolidation and streamlining of certain operations in Europe and Asia. There were no restructuring charges incurred during the three months ended May 3, 2014 as the actions under these plans were substantially completed during fiscal 2014. The Company does not expect significant future cash-related severance and lease termination charges related to these plans to be incurred during the remainder of fiscal 2015. During the three months ended May 4, 2013, the Company incurred restructuring charges of \$2.3 million related primarily to severance costs. As of May 3, 2014, the Company had a balance of approximately \$3.0 million in accrued expenses for amounts expected to be paid during the remainder of fiscal 2015. At February 1, 2014, the Company had a balance of approximately \$4.6 million in accrued expenses related to these restructuring activities.

[Table of Contents](#)

The following table summarizes the components of the restructuring activities during the fiscal year ended February 1, 2014 and three months ended May 3, 2014 (in thousands):

	Severance	Impairment and Lease Termination	Total
Balance at February 2, 2013	\$ —	\$ —	\$ —
Charges to operations	9,206	3,236	12,442
Non-cash write-offs	—	(1,717)	(1,717)
Cash payments	(4,567)	(1,492)	(6,059)
Foreign currency and other adjustments	(61)	(27)	(88)
Balance at February 1, 2014	\$ 4,578	\$ —	\$ 4,578
Cash payments	(944)	—	(944)
Foreign currency and other adjustments	(663)	—	(663)
Balance at May 3, 2014	\$ 2,971	\$ —	\$ 2,971

**(7) Income Taxes**

Income tax expense for the interim periods was computed using the effective tax rate estimated to be applicable for the full fiscal year. The Company's effective income tax rate decreased to 32.0% for the three months ended May 3, 2014 from 33.0% for the three months ended May 4, 2013.

The Company accrues an amount for its estimate of additional income tax liability which the Company, more likely than not, could incur as a result of the ultimate resolution of income tax audits ("uncertain tax positions"). The Company reviews and updates the estimates used in the accrual for uncertain tax positions as more definitive information becomes available from taxing authorities, upon completion of tax audits, upon expiration of statutes of limitation, or upon occurrence of other events.

The Company had aggregate accruals for uncertain tax positions, including penalties and interest, of \$11.4 million at each of the periods ended May 3, 2014 and February 1, 2014.

**(8) Segment Information**

The Company's businesses are grouped into five reportable segments for management and internal financial reporting purposes: North American Retail, Europe, Asia, North American Wholesale and Licensing. Management evaluates segment performance based primarily on revenues and earnings (loss) from operations before restructuring charges, if any. The Company believes this segment reporting reflects how its five business segments are managed and each segment's performance is evaluated. The North American Retail segment includes the Company's retail and e-commerce operations in North America and its retail operations in Central and South America. The Europe segment includes the Company's wholesale, retail and e-commerce operations in Europe and the Middle East. The Asia segment includes the Company's wholesale, retail and e-commerce operations in Asia. The North American Wholesale segment includes the Company's wholesale operations in North America and Central and South America. The Licensing segment includes the worldwide licensing operations of the Company. The business segment operating results exclude corporate overhead costs, which consist of shared costs of the organization, and restructuring charges. These costs are presented separately and generally include, among other things, the following unallocated corporate costs: accounting and finance, executive compensation, facilities, global advertising and marketing, human resources, information technology and legal.

[Table of Contents](#)

Net revenue and earnings (loss) from operations are summarized as follows for the three months ended May 3, 2014 and May 4, 2013 (in thousands):

	<b>Three Months Ended</b>	
	<b>May 3, 2014</b>	<b>May 4, 2013</b>
<b>Net revenue:</b>		
North American Retail	\$ 228,344	\$ 238,311
Europe	159,158	165,392
Asia	70,118	71,132
North American Wholesale	39,308	43,829
Licensing	25,613	30,250
Total net revenue	<u>\$ 522,541</u>	<u>\$ 548,914</u>
<b>Earnings (loss) from operations:</b>		
North American Retail	\$ (8,399)	\$ (4,233)
Europe	(6,632)	(5,218)
Asia	3,353	6,964
North American Wholesale	7,753	8,649
Licensing	22,721	26,204
Corporate Overhead	(20,773)	(18,704)
Restructuring Charges	—	(2,337)
Total earnings (loss) from operations	<u>\$ (1,977)</u>	<u>\$ 11,325</u>

Due to the seasonal nature of the Company's business segments, the above net revenue and operating results are not necessarily indicative of the results that may be expected for the full fiscal year. Restructuring charges incurred during the three months ended May 4, 2013 related to plans to streamline the Company's structure and reduce expenses in Europe and North America. Refer to Note 6 for more information regarding these restructuring charges.

**(9) Borrowings and Capital Lease Obligations**

Borrowings and capital lease obligations are summarized as follows (in thousands):

	<b>May 3, 2014</b>	<b>Feb 1, 2014</b>
European capital lease, maturing quarterly through 2016	\$ 7,947	\$ 8,637
Other	794	3,103
	<u>8,741</u>	<u>11,740</u>
Less current installments	1,829	4,160
Long-term capital lease obligations and other debt	<u>\$ 6,912</u>	<u>\$ 7,580</u>

*Capital Lease*

The Company entered into a capital lease in December 2005 for a building in Florence, Italy. At May 3, 2014, the capital lease obligation was \$7.9 million. The Company entered into a separate interest rate swap agreement designated as a non-hedging instrument that resulted in a swap fixed rate of 3.55%. This interest rate swap agreement matures in 2016 and converts the nature of the capital lease obligation from Euribor floating-rate debt to fixed-rate debt. The fair value of the interest rate swap liability at May 3, 2014 was approximately \$0.5 million.

*Credit Facilities*

On July 6, 2011, the Company entered into a five-year senior secured revolving credit facility with JPMorgan Chase Bank, N.A., Bank of America, N.A. and the other lenders party thereto (the "Credit Facility") which provided for a \$200 million revolving multicurrency line of credit. The Credit Facility is available for direct borrowings and the issuance of letters of credit, subject to certain letters of credit sublimits. It may be used for working capital and other general corporate purposes.

On August 31, 2012, the Company increased its borrowing capacity under the Credit Facility from \$200 million to \$300 million by exercising the accordion feature in the Credit Facility pursuant to a Lender Joinder Agreement with the lenders party thereto. Also on August 31, 2012, the Company entered into an Amendment to the Credit Facility with the lenders party thereto to provide for (i) greater flexibility in certain of the Company's covenants under the Credit Facility and (ii) access to a new \$100 million accordion feature, subject to certain conditions and the willingness of existing or new lenders to assume such increased amount. At May 3, 2014, the Company had \$1.5 million in outstanding standby letters of credit, no outstanding documentary letters of credit and no outstanding borrowings under the Credit Facility.

The Company, through its European subsidiaries, maintains short-term uncommitted borrowing agreements, primarily for working capital purposes, with various banks in Europe. The majority of the borrowings under these agreements are secured by specific accounts receivable balances. Based on the applicable accounts receivable balances at May 3, 2014, the Company could have borrowed up to \$109.0 million under these agreements. At May 3, 2014, the Company had no outstanding borrowings and \$0.4 million in outstanding documentary letters of credit under these agreements. The agreements are denominated primarily in euros and provide for annual interest rates ranging from 0.6% to 3.2%. The maturities of any short-term borrowings under these arrangements are generally linked to the credit terms of the underlying accounts receivable that secure the borrowings. With the exception of one facility for up to \$48.6 million that has a minimum net equity requirement, there are no other financial ratio covenants.

#### *Other*

From time-to-time, the Company will obtain other financing in foreign countries for working capital to finance its local operations.

### **(10) Share-Based Compensation**

The following table summarizes the share-based compensation expense recognized under all of the Company's stock plans during the three months ended May 3, 2014 and May 4, 2013 (in thousands):

	Three Months Ended	
	May 3, 2014	May 4, 2013
Stock options	\$ 456	\$ 573
Nonvested stock awards/units	2,938	1,605
Employee Stock Purchase Plan	63	70
Total share-based compensation expense	<u>\$ 3,457</u>	<u>\$ 2,248</u>

Unrecognized compensation cost, adjusted for estimated forfeitures, related to nonvested stock options and nonvested stock awards/units totaled approximately \$5.1 million and \$32.2 million, respectively, as of May 3, 2014. This cost is expected to be recognized over a weighted average period of 1.9 years. The weighted average fair values of stock options granted during the three months ended May 3, 2014 and May 4, 2013 were \$6.27 and \$5.92, respectively.

#### *Grants*

On April 2, 2014, the Company made an annual grant of 365,600 stock options and 301,200 nonvested stock awards/units to its employees. On April 3, 2013, the Company made an annual grant of 416,500 stock options and 408,400 nonvested stock awards/units to its employees.

#### *Performance Awards*

On July 11, 2013, the Company granted 100,000 nonvested stock units to Paul Marciano, the Company's Chief Executive Officer and Vice Chairman of the Board, in connection with an employment agreement entered into between the Company and Mr. Paul Marciano. The nonvested stock units had an initial vesting period of seven months followed by two annual vesting periods, which were subject to the achievement of performance-based vesting conditions for the last three quarters of fiscal 2014. The Company also granted a target of 143,700 nonvested stock units to Mr. Paul Marciano, of which approximately 84% are expected to vest based on the

achievement of performance-based conditions for the last three quarters of fiscal 2014. Such shares are scheduled to vest on February 1, 2016.

On April 8, 2014, the Company granted 100,000 nonvested stock units to Mr. Paul Marciano which have an initial vesting period of ten months followed by two annual vesting periods, subject to the achievement of performance-based vesting conditions for fiscal 2015. The Company also granted a target of 159,700 nonvested stock units to Mr. Paul Marciano on April 8, 2014. The number of shares that will ultimately vest will equal 0% to 150% of the target number of shares, subject to the achievement of performance-based vesting conditions for fiscal 2015. Such shares are scheduled to vest on January 31, 2017.

## **(11) Related Party Transactions**

The Company and its subsidiaries periodically enter into transactions with other entities or individuals that are considered related parties, including certain transactions with entities affiliated with trusts for the respective benefit of Paul Marciano, who is an executive of the Company, Maurice Marciano, Chairman of the Board, Armand Marciano, their brother and former executive of the Company, and certain of their children (the “Marciano Trusts”).

### *Leases*

The Company leases warehouse and administrative facilities, including the Company’s corporate headquarters in Los Angeles, California, from partnerships affiliated with the Marciano Trusts and certain of their affiliates. There were four of these leases in effect at May 3, 2014 with expiration dates ranging from 2015 to 2020.

Aggregate rent and property tax expense under these related party leases was \$1.5 million for each of the three months ended May 3, 2014 and May 4, 2013. The Company believes the related party lease terms have not been significantly affected by the fact that the Company and the lessors are related.

### *Aircraft Arrangements*

The Company periodically charters aircraft owned by MPM Financial, LLC (“MPM Financial”), an entity affiliated with the Marciano Trusts, through independent third party management companies contracted by MPM Financial to manage its aircraft. Under an informal arrangement with MPM Financial and the third party management companies, the Company has chartered, and may from time-to-time continue to charter, aircraft owned by MPM Financial at a discount from the third party management companies’ preferred customer hourly charter rates. The total fees paid under these arrangements for the three months ended May 3, 2014 were approximately \$0.2 million. During the three months ended May 4, 2013, the total fees paid under these arrangements were minimal.

### *Consulting Arrangement*

After serving for over 30 years as an executive and leader for Guess?, co-founder Maurice Marciano elected to retire from his position as executive Chairman of the Board and as an employee of the Company upon the expiration of his employment agreement on January 28, 2012. Mr. Marciano continues to serve the Company as its non-executive Chairman of the Board. In addition, under the terms of his previously existing employment agreement, the Company and Mr. Marciano entered into a two-year consulting agreement (the “Marciano Consulting Agreement”) under which Mr. Marciano provided certain consulting services to the Company, including advice and counsel to the Company’s Chief Executive Officer and other senior executives. The Marciano Consulting Agreement, which had a two-year term that commenced on January 28, 2012, provided for consulting fees of \$500,000 per year and continued automobile use in a manner consistent with past practice. In January 2014, the Company extended the Marciano Consulting Agreement for an additional one-year period. Total expenses incurred with respect to the Marciano Consulting Agreement for the three months ended May 3, 2014 and May 4, 2013 were approximately \$0.2 million and \$0.1 million, respectively.

*Other Transactions*

From time-to-time, the Company utilizes a third-party agent named Harmony Collection, LLC to produce specific apparel products on behalf of the Company. Armand Marciano, brother of Maurice and Paul Marciano, is part owner and an executive of the parent company of Harmony Collection, LLC. The total payments made by the Company under this arrangement for the three months ended May 3, 2014 and May 4, 2013 were approximately \$0.3 million and \$0.4 million, respectively. The Company believes that the price and transaction terms have not been significantly affected by the relationship between the parties.

These related party disclosures should be read in conjunction with the disclosure concerning related party transactions in the Company's Annual Report on Form 10-K for the year ended February 1, 2014.

**(12) Commitments and Contingencies**

*Leases*

The Company leases its showrooms, advertising, licensing, sales and merchandising offices, remote distribution and warehousing facilities and retail and factory outlet store locations under operating lease agreements expiring on various dates through September 2031. Some of these leases require the Company to make periodic payments for property taxes, utilities and common area operating expenses. Certain retail store leases provide for rents based upon the minimum annual rental amount and a percentage of annual sales volume, generally ranging from 3% to 12%, when specific sales volumes are exceeded. Some leases include lease incentives, rent abatements and fixed rent escalations, which are amortized and recorded over the initial lease term on a straight-line basis. The Company also leases some of its equipment under operating lease agreements expiring at various dates through December 2018. As discussed in further detail in Note 9, the Company leases a building in Florence, Italy under a capital lease.

In March 2014, the Company amended its lease with respect to its primary U.S. distribution center based in Louisville, Kentucky to extend the term for an additional ten years, to 2024. The amendment also provides for two extension options for an additional period of five years each.

*Litigation*

On May 6, 2009, Gucci America, Inc. filed a complaint in the U.S. District Court for the Southern District of New York against Guess?, Inc. and certain third-party licensees for the Company asserting, among other things, trademark and trade dress law violations and unfair competition. The complaint sought injunctive relief, compensatory damages, including treble damages, and certain other relief. Complaints similar to those in the above action have also been filed by Gucci entities against the Company and certain of its subsidiaries in the Court of Milan, Italy, the Court of Paris, France and the Intermediate People's Court of Nanjing, China. The three week bench trial in the U.S. matter concluded on April 19, 2012, with the court issuing a preliminary ruling on May 21, 2012 and a final ruling on July 19, 2012. Although the plaintiff was seeking compensation in the U.S. matter in the form of damages of \$26 million and an accounting of profits of \$99 million, the final ruling provided for monetary damages of \$2.3 million against the Company and \$2.3 million against certain of its licensees. The court also granted narrow injunctions in favor of the plaintiff for certain of the claimed infringements. On August 20, 2012, the appeal period expired without any party having filed an appeal, rendering the judgment final. On May 2, 2013, the Court of Milan ruled in favor of the Company in the Milan, Italy matter. In the ruling, the Court rejected all of the plaintiff's claims and ordered the cancellation of three of the plaintiff's Italian and four of the plaintiff's European Community trademark registrations. On June 10, 2013, the plaintiff appealed the Court's ruling in the Milan matter. In the China matter, the Intermediate People's Court of Nanjing, China issued a ruling on November 8, 2013 granting an injunction in favor of the plaintiff for certain of the claimed infringements on handbags and small leather goods and awarding the plaintiff statutory damages in the amount of approximately \$80,000. The Company strongly disagrees with the Court's decision and has appealed the ruling. The judgment in the China matter is stayed pending the appeal, which is expected to be heard during the second quarter of fiscal 2015.

On August 25, 2006, Franchez Isaguirre, a former employee of the Company, filed a complaint in the Superior Court of California, County of Los Angeles alleging violations by the Company of California wage and hour laws. The complaint was subsequently amended, adding a second former employee as an additional named party. The plaintiffs purport to represent a class of similarly situated employees in California who allegedly had been injured by not being provided adequate meal and rest breaks. The complaint seeks unspecified compensatory damages, statutory penalties, attorney's fees and injunctive and declaratory relief. On June 9, 2009, the Court certified the class but immediately stayed the case pending the resolution of a separate California Supreme Court case on the standards of class treatment for meal and rest break claims. Following the Supreme Court ruling, the Superior Court denied the Company's motions to decertify the class and to narrow the class in January 2013 and June 2013, respectively. The Company subsequently petitioned to have the Court's decision not to narrow the class definition reviewed. That petition was ultimately denied by the California Supreme Court in April 2014. No trial date has been set.

Although the Company believes that it has a strong position and will continue to vigorously defend each of these remaining matters, it is unable to predict with certainty whether or not these efforts will ultimately be successful or whether the outcomes will have a material impact on the Company's financial position or results of operations.

The Company is also involved in various other claims and other matters incidental to the Company's business, the resolution of which is not expected to have a material adverse effect on the Company's financial position or results of operations. No material amounts were accrued as of May 3, 2014 or February 1, 2014 related to any of the Company's legal proceedings.

### **(13) Supplemental Executive Retirement Plan**

The components of net periodic pension cost for the three months ended May 3, 2014 and May 4, 2013 were as follows (in thousands):

	Three Months Ended	
	May 3, 2014	May 4, 2013
Interest cost	\$ 572	\$ 586
Net amortization of unrecognized prior service (credit) cost	(58)	155
Net amortization of actuarial losses	234	277
Net periodic defined benefit pension cost	\$ 748	\$ 1,018

In July 2013, the Company amended the SERP to limit the amount of eligible wages under the plan that count toward the SERP benefit for the active participant. As a result, the projected benefit obligation and unrecognized prior service cost were reduced by \$4.5 million during fiscal 2014.

As a non-qualified pension plan, no dedicated funding of the SERP is required; however, the Company has made, and expects to continue to make, periodic payments into insurance policies held in a rabbi trust to fund the expected obligations arising under the non-qualified SERP. The amount of future payments into the insurance policies may vary, depending on any changes to the estimates of final annual compensation levels and investment performance of the trust. The cash surrender values of the insurance policies were \$53.0 million and \$51.4 million as of May 3, 2014 and February 1, 2014, respectively, and were included in other assets in the Company's condensed consolidated balance sheets. As a result of changes in the value of the insurance policy investments, the Company recorded unrealized gains of \$1.6 million and \$1.5 million in other income during the three months ended May 3, 2014 and May 4, 2013, respectively.

### **(14) Fair Value Measurements**

Authoritative guidance defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The guidance establishes a fair value hierarchy, which prioritizes the inputs used in measuring fair value into three broad levels as follows:

Level 1—Inputs are unadjusted quoted prices in active markets for identical assets or liabilities that can be accessed at the measurement date.

[Table of Contents](#)

Level 2—Inputs include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (i.e. interest rates, yield curves, etc.), and inputs that are derived principally from or corroborated by observable market data by correlation or other means (market corroborated inputs).

Level 3—Unobservable inputs that reflect assumptions about what market participants would use in pricing the asset or liability. These inputs would be based on the best information available, including the Company's own data.

The following table presents the fair value hierarchy for those assets and liabilities measured at fair value on a recurring basis as of May 3, 2014 and February 1, 2014 (in thousands):

Recurring Fair Value Measures	Fair Value Measurements at May 3, 2014				Fair Value Measurements at Feb 1, 2014			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
<b>Assets:</b>								
Foreign exchange currency contracts	\$ —	\$ 41	\$ —	\$ 41	\$ —	\$ 2,116	\$ —	\$ 2,116
Available-for-sale securities	5,125	—	—	5,125	5,732	—	—	5,732
<b>Total</b>	<b>\$ 5,125</b>	<b>\$ 41</b>	<b>\$ —</b>	<b>\$ 5,166</b>	<b>\$ 5,732</b>	<b>\$ 2,116</b>	<b>\$ —</b>	<b>\$ 7,848</b>
<b>Liabilities:</b>								
Foreign exchange currency contracts	\$ —	\$ 4,345	\$ —	\$ 4,345	\$ —	\$ 1,712	\$ —	\$ 1,712
Interest rate swap	—	515	—	515	—	581	—	581
Deferred compensation obligations	—	8,125	—	8,125	—	7,498	—	7,498
<b>Total</b>	<b>\$ —</b>	<b>\$ 12,985</b>	<b>\$ —</b>	<b>\$ 12,985</b>	<b>\$ —</b>	<b>\$ 9,791</b>	<b>\$ —</b>	<b>\$ 9,791</b>

There were no transfers of financial instruments between the three levels of fair value hierarchy during the three months ended May 3, 2014 or during the year ended February 1, 2014.

The fair values of the Company's available-for-sale securities are based on quoted prices. The fair value of the interest rate swaps are based upon inputs corroborated by observable market data. Foreign exchange forward contracts are entered into by the Company principally to hedge the future payment of inventory and intercompany transactions by non-U.S. subsidiaries. Periodically, the Company may also use foreign currency forward contracts to hedge the translation and economic exposures related to its net investments in certain of its international subsidiaries. The fair values of the Company's foreign exchange forward contracts are based on quoted foreign exchange forward rates at the reporting date. Deferred compensation obligations to employees are adjusted based on changes in the fair value of the underlying employee-directed investments. Fair value of these obligations is based upon inputs corroborated by observable market data.

Available-for-sale securities are recorded at fair value and are included in short-term investments and other assets in the accompanying condensed consolidated balance sheets depending on their respective maturity dates. At May 3, 2014, available-for-sale securities consisted of \$5.0 million of corporate bonds which mature in September 2014 and \$0.1 million of marketable equity securities. During the three months ended May 3, 2014, the Company received proceeds of \$0.6 million from the sale of marketable equity securities which were classified as available-for-sale securities. The cost of securities sold was based on the specific identification method. Gains recognized during the three months ended May 3, 2014 were \$0.1 million as a result of this sale and were included in other income and expense. Unrealized gains (losses), net of taxes, are included as a component of stockholders' equity and comprehensive income (loss). The accumulated unrealized gains, net of taxes, included in accumulated other comprehensive income (loss) related to available-for-sale securities owned by the Company at May 3, 2014 were minimal.

At February 1, 2014, available-for-sale securities consisted of \$5.1 million of corporate bonds and \$0.6 million of marketable equity securities. The accumulated unrealized gains, net of taxes, included in accumulated other comprehensive income (loss) related to available-for-sale securities owned by the Company at February 1, 2014 were \$0.1 million.

The carrying amount of the Company's remaining financial instruments, which principally include cash and cash equivalents, trade receivables, accounts payable and accrued expenses, approximates fair value due to the

relatively short maturity of such instruments. The fair values of the Company's debt instruments (see Note 9) are based on the amount of future cash flows associated with each instrument discounted using the Company's incremental borrowing rate. At May 3, 2014 and February 1, 2014, the carrying value of all financial instruments was not materially different from fair value, as the interest rates on variable-rate debt including the capital lease obligation approximated rates currently available to the Company.

#### *Long-Lived Assets*

Long-lived assets, such as property and equipment, and purchased intangibles subject to amortization, are reviewed for impairment quarterly or whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The Company considers each individual store as an asset group for impairment testing, which is the lowest level at which individual cash flows can be identified. The asset group includes store leasehold improvements, furniture, fixtures and equipment, computer hardware and software and certain long-term security deposits and lease acquisition costs. The Company reviews retail stores for impairment risk once the locations have been opened for at least one year, or sooner as changes in circumstances require. The Company believes that waiting one year allows a store to reach a maturity level where a more comprehensive analysis of financial performance can be performed.

An asset is considered to be impaired if the Company determines that the carrying value may not be recoverable based upon its assessment of the asset's ability to continue to generate earnings from operations and positive cash flow in future periods or if significant changes in the Company's strategic business objectives and utilization of the assets occurred. If the carrying amount of an asset exceeds its estimated undiscounted future cash flows, an impairment charge is recognized in the amount by which the carrying amount of the asset exceeds the estimated fair value, which is determined based on discounted future cash flows. The impairment loss calculations require management to apply judgment in estimating future cash flows and the discount rates that reflect the risk inherent in future cash flows. Future expected cash flows for store assets are based on management's estimates of future cash flows over the remaining lease period or expected life, if shorter. The Company considers historical trends, expected future business trends and other factors when estimating each store's future cash flow. The Company also considers factors such as: the local environment for each store location, including mall traffic and competition; the Company's ability to successfully implement strategic initiatives; and the ability to control variable costs such as cost of sales and payroll, and in some cases, renegotiate lease costs. The estimated cash flows used for this nonrecurring fair value measurement are considered a Level 3 input as defined above. If actual results are not consistent with the assumptions and judgments used in estimating future cash flows and asset fair values, there may be additional exposure to future impairment losses that could be material to the Company's results of operations.

The Company recorded impairment charges of \$0.2 million and \$1.0 million during the three months ended May 3, 2014 and May 4, 2013, respectively, related primarily to the full impairment of certain under-performing retail stores in North America. These impairment charges, which exclude impairment charges incurred related to restructuring activities, were included in SG&A expenses in the Company's condensed consolidated statements of income (loss) for each of the respective periods. Refer to Note 6 for more information regarding impairment charges related to restructuring activities.

### **(15) Derivative Financial Instruments**

#### *Hedging Strategy*

The Company operates in foreign countries, which exposes it to market risk associated with foreign currency exchange rate fluctuations. The Company has entered into certain forward contracts to hedge the risk of foreign currency rate fluctuations. The Company has elected to apply the hedge accounting rules in accordance with authoritative guidance for certain of these hedges.

The Company's primary objective is to hedge the variability in forecasted cash flows due to the foreign currency risk. Various transactions that occur primarily in Europe, Canada and South Korea are denominated in U.S. dollars and British pounds and thus are exposed to earnings risk as a result of exchange rate fluctuations when converted to their functional currencies. These types of transactions include U.S. dollar denominated

purchases of merchandise and U.S. dollar and British pound denominated intercompany liabilities. In addition, certain operating expenses and tax liabilities are denominated in Swiss francs and are exposed to earnings risk as a result of exchange rate fluctuations when converted to the functional currency. The Company enters into derivative financial instruments, including forward exchange contracts, to offset some but not all of the exchange risk on certain of these anticipated foreign currency transactions.

Periodically, the Company may also use foreign currency forward contracts to hedge the translation and economic exposures related to its net investments in certain of its international subsidiaries.

The impact of the credit risk of the counterparties to the derivative contracts is considered in determining the fair value of the foreign currency forward contracts. As of May 3, 2014, credit risk has not had a significant effect on the fair value of the Company's foreign currency contracts.

The Company also has interest rate swap agreements, which are not designated as hedges for accounting purposes, to effectively convert its floating-rate debt to a fixed-rate basis. The principal objective of these contracts is to eliminate or reduce the variability of the cash flows in interest payments associated with the Company's variable-rate capital lease obligation, thus reducing the impact of interest rate changes on future interest payment cash flows. Refer to Note 9 for further information.

#### *Hedge Accounting Policy*

U.S. dollar forward contracts are used to hedge forecasted merchandise purchases over specific months. Changes in the fair value of these U.S. dollar forward contracts, designated as cash flow hedges, are recorded as a component of accumulated other comprehensive income (loss) within stockholders' equity and are recognized in cost of product sales in the period which approximates the time the hedged merchandise inventory is sold. The Company also hedges forecasted intercompany royalties over specific months. Changes in the fair value of these U.S. dollar forward contracts, designated as cash flow hedges, are recorded as a component of accumulated other comprehensive income (loss) within stockholders' equity and are recognized in other income and expense in the period in which the royalty expense is incurred.

U.S. dollar forward contracts are also used to hedge the net investments of certain of the Company's international subsidiaries over specific months. Changes in the fair value of these U.S. dollar forward contracts, designated as net investment hedges, are recorded in foreign currency translation adjustment as a component of accumulated other comprehensive income (loss) within stockholders' equity and are not recognized in earnings until the sale or liquidation of the hedged net investment.

The Company also has foreign currency contracts that are not designated as hedging instruments for accounting purposes. Changes in fair value of foreign currency contracts not designated as hedging instruments are reported in net earnings as part of other income and expense.

*Summary of Derivative Instruments*

The fair value of derivative instruments in the condensed consolidated balance sheets as of May 3, 2014 and February 1, 2014 was as follows (in thousands):

	Derivative Balance Sheet Location	Fair Value at May 3, 2014	Fair Value at Feb 1, 2014
<b>ASSETS:</b>			
Derivatives designated as hedging instruments:			
Foreign exchange currency contracts:			
Cash flow hedges	Other current assets	\$ 41	\$ 977
Derivatives not designated as hedging instruments:			
Foreign exchange currency contracts	Other current assets	—	1,139
<b>Total</b>		<u>\$ 41</u>	<u>\$ 2,116</u>
<b>LIABILITIES:</b>			
Derivatives designated as hedging instruments:			
Foreign exchange currency contracts:			
Cash flow hedges	Accrued expenses	\$ 1,756	\$ 672
Derivatives not designated as hedging instruments:			
Foreign exchange currency contracts	Accrued expenses	2,589	1,040
Interest rate swaps	Other long-term liabilities	515	581
<b>Total derivatives not designated as hedging instruments</b>		<u>3,104</u>	<u>1,621</u>
<b>Total</b>		<u>\$ 4,860</u>	<u>\$ 2,293</u>

*Derivatives Designated As Hedging Instruments*

*Cash Flow Hedges*

During the three months ended May 3, 2014, the Company purchased U.S. dollar forward contracts in Canada and Europe totaling US\$36.4 million and US\$26.0 million, respectively, that were designated as cash flow hedges. As of May 3, 2014, the Company had forward contracts outstanding for its European and Canadian operations of US\$92.1 million and US\$40.6 million, respectively, to hedge forecasted merchandise purchases and intercompany royalties, which are expected to mature over the next 14 months.

The following table summarizes the gains (losses) before taxes recognized on the derivative instruments designated as cash flow hedges in OCI and net earnings (loss) for the three months ended May 3, 2014 and May 4, 2013 (in thousands):

	Gain (Loss) Recognized in OCI		Location of Gain (Loss) Reclassified from Accumulated OCI into Earnings (Loss)(1)	Gain (Loss) Reclassified from Accumulated OCI into Earnings (Loss)	
	Three Months Ended May 3, 2014	Three Months Ended May 4, 2013		Three Months Ended May 3, 2014	Three Months Ended May 4, 2013
Derivatives designated as cash flow hedges:					
Foreign exchange currency contracts	\$ (2,572)	\$ 4,232	Cost of sales	\$ (494)	\$ 479
Foreign exchange currency contracts	\$ (107)	\$ 438	Other income/expense	\$ (31)	\$ (21)

(1) The ineffective portion was immaterial during the three months ended May 3, 2014 and May 4, 2013 and was recorded in net earnings (loss) and included in interest income/expense.

As of May 3, 2014, accumulated other comprehensive loss included a net unrealized loss of approximately \$1.7 million, net of tax, which will be recognized in cost of product sales or other expense over the following 12 months, at the then current values on a pre-tax basis, which can be different than the current quarter-end values.

[Table of Contents](#)

The following table summarizes net after-tax derivative activity recorded in accumulated other comprehensive income (loss) (in thousands):

	Three Months Ended	
	May 3, 2014	May 4, 2013
Beginning balance loss	\$ (113)	\$ (1,782)
Net gains (losses) from changes in cash flow hedges	(2,058)	4,088
Net (gains) losses reclassified to earnings (loss)	504	(388)
Ending balance gain (loss)	<u>\$ (1,667)</u>	<u>\$ 1,918</u>

At February 1, 2014, the Company had forward contracts outstanding for its European and Canadian operations of US\$87.1 million and US\$15.2 million, respectively, that were designated as cash flow hedges.

*Derivatives Not Designated as Hedging Instruments*

As of May 3, 2014, the Company had euro foreign currency contracts to purchase US\$104.0 million expected to mature over the next 11 months.

The following table summarizes the gains (losses) before taxes recognized on the derivative instruments not designated as hedging instruments in other income and expense for the three months ended May 3, 2014 and May 4, 2013 (in thousands):

	Location of Gain (Loss) Recognized in Earnings (Loss)	Gain (Loss) Recognized in Earnings (Loss)	
		Three Months Ended May 3, 2014	Three Months Ended May 4, 2013
Derivatives not designated as hedging instruments:			
Foreign exchange currency contracts	Other income/expense	\$ (2,789)	\$ 3,776
Interest rate swaps	Other income/expense	\$ 75	\$ 78

At February 1, 2014, the Company had euro foreign currency contracts to purchase US\$111.8 million and Canadian dollar foreign currency contracts to purchase US\$13.8 million.

**(16) Subsequent Events**

On May 29, 2014, the Company announced a regular quarterly cash dividend of \$0.225 per share on the Company's common stock. The cash dividend will be paid on June 27, 2014 to shareholders of record as of the close of business on June 11, 2014.

## **ITEM 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.**

### **General**

Unless the context indicates otherwise, when we refer to “we,” “us,” “our” or the “Company” in this Form 10-Q, we are referring to Guess?, Inc. (“GUESS?”) and its subsidiaries on a consolidated basis.

### ***Important Factors Regarding Forward-Looking Statements***

This Quarterly Report on Form 10-Q, including documents incorporated by reference herein, contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements may also be contained in the Company’s other reports filed under the Securities Exchange Act of 1934, as amended, in its press releases and in other documents. In addition, from time-to-time, the Company through its management may make oral forward-looking statements. These statements relate to analyses and other information based on forecasts of future results and estimates of amounts not yet determinable. These statements also relate to our goals, future prospects and proposed new products, services, developments or business strategies. These forward-looking statements are identified by their use of terms and phrases such as “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “goal,” “intend,” “may,” “outlook,” “pending,” “plan,” “predict,” “project,” “strategy,” “will,” “would,” and other similar terms and phrases, including references to assumptions.

Although we believe that the expectations reflected in any of our forward-looking statements are reasonable, actual results could differ materially from those projected or assumed. These forward-looking statements may include, among other things, statements relating to our expected results of operations, the accuracy of data relating to, and anticipated levels of, future inventory and gross margins, anticipated cash requirements and sources, cost containment efforts, restructuring charges, estimated charges, plans regarding store openings, closings and remodels, plans regarding business growth and international expansion, plans regarding supply chain efficiencies and global planning and allocation, e-commerce and omni-channel initiatives, business seasonality, results of litigation, industry trends, consumer demands and preferences, competition, currency fluctuations, estimated tax rates, results of tax audits and other regulatory proceedings, raw material and other inflationary cost pressures, consumer confidence and general economic conditions. We do not intend, and undertake no obligation, to update our forward-looking statements to reflect future events or circumstances. Such statements involve risks and uncertainties, which may cause actual results to differ materially from those set forth in these statements. Important factors that could cause or contribute to such difference include those discussed under “Part I, Item 1A. Risk Factors” contained in the Company’s most recent Annual Report on Form 10-K for the fiscal year ended February 1, 2014 and in our other filings made from time-to-time with the Securities and Exchange Commission (“SEC”) after the date of this report.

### ***Business Segments***

The Company’s businesses are grouped into five reportable segments for management and internal financial reporting purposes: North American Retail, Europe, Asia, North American Wholesale and Licensing. Management evaluates segment performance based primarily on revenues and earnings (loss) from operations before restructuring charges, if any. The Company believes this segment reporting reflects how its five business segments are managed and each segment’s performance is evaluated. The North American Retail segment includes the Company’s retail and e-commerce operations in North America and its retail operations in Central and South America. The Europe segment includes the Company’s wholesale, retail and e-commerce operations in Europe and the Middle East. The Asia segment includes the Company’s wholesale, retail and e-commerce operations in Asia. The North American Wholesale segment includes the Company’s wholesale operations in North America and Central and South America. The Licensing segment includes the worldwide licensing operations of the Company. The business segment operating results exclude corporate overhead costs, which consist of shared costs of the organization, and restructuring charges. These costs are presented separately and generally include, among other things, the following unallocated corporate costs: accounting and finance, executive compensation, facilities, global advertising and marketing, human resources, information technology and legal. Information relating to these segments is summarized in Note 8 to the Condensed Consolidated Financial Statements.

## **Products**

We derive our net revenue from the sale of GUESS?, G by GUESS, GUESS Kids and MARCIANO apparel and our licensees' products through our worldwide network of retail stores, wholesale customers and distributors, as well as our on-line sites. We also derive royalty revenue from worldwide licensing activities.

## **Global Economic Conditions**

Economic and market conditions have continued to be volatile and uncertain in many markets around the world and consumer behavior remains cautious. In North America, the relatively weaker levels of consumer confidence and the highly promotional conditions among retailers may persist for some time. In Europe, sovereign debt issues, government austerity programs and bank credit issues have impacted the capital markets of numerous European countries, resulting in reduced consumer confidence and discretionary spending in those countries. These circumstances have had, and could in the future have, a negative impact on our business, particularly in our more mature markets in Southern Europe. The impact could be greater in our multi-brand wholesale channel, particularly in Italy, where many customers are relatively small and are not well capitalized. While the economic environment in Southern Europe has shown signs of improvement, the turmoil in Russia and Ukraine could negatively impact our Eastern European business. We also continue to see evidence of a more cautious consumer in China, where the economy has shown clear signs of slowing, as well as a more volatile environment in South Korea.

## **Foreign Currency Volatility**

Since the majority of our international operations are conducted in currencies other than the U.S. dollar (primarily the euro, Canadian dollar and Korean won), currency fluctuations can have a significant impact on the translation of our international revenues and earnings into U.S. dollar amounts.

During the first three months of fiscal 2015, the average U.S. dollar rate was weaker against the euro and the Korean won and stronger against the Canadian dollar compared to the average rate in the same prior-year period. This had an overall positive impact on the translation of our international revenues and a minimal impact on the translation of our loss from operations for the three months ended May 3, 2014 compared to the same prior-year period.

In addition, some of our transactions that occur primarily in Europe, Canada and South Korea are denominated in U.S. dollars, Swiss francs and British pounds, exposing them to exchange rate fluctuations when converted to their functional currencies. Fluctuations in exchange rates can impact the operating margins of our foreign operations and reported earnings and are largely dependent on the transaction timing and magnitude during the period that the currency fluctuates. If the exchange rate for the euro, Canadian dollar or Korean won weakens versus the U.S. dollar at the time U.S. dollar denominated inventory is purchased relative to the purchases of the comparable period, our product margins could be unfavorably impacted. Our product margins in Canada for the three months ended May 3, 2014 were negatively impacted as a result of exchange rate fluctuations compared to the same prior-year period. There was minimal impact on our product margins in Europe and South Korea for the three months ended May 3, 2014 as a result of exchange rate fluctuations compared to the same prior-year period.

The Company enters into derivative financial instruments to offset some but not all of the exchange risk on foreign currency transactions. For additional discussion regarding our exposure to foreign currency risk, forward contracts designated as hedging instruments and forward contracts not designated as hedging instruments, refer to "Item 3. Quantitative and Qualitative Disclosures About Market Risk."

## **Strategy**

**International Growth.** Global expansion continues to be a key component of our long-term growth strategy. Our combined revenues outside of the U.S. and Canada represented approximately half of the Company's total revenues for the three months ended May 3, 2014, compared to one-fifth in fiscal 2005. We expect to continue to expand in our existing international markets, particularly in less mature markets like Germany, the Middle East and Russia. At the same time, we plan to develop in newer key markets such as Brazil and Japan.

**Productivity Improvements.** One of our goals is to drive growth by enhancing the productivity of our existing operations. We will continue to focus on expanding on our omni-channel strategy, improving supply chain efficiencies and optimizing global planning and allocation. In addition, we will continue to be opportunistic with our store openings and optimize our existing store portfolio by closing select under-performing stores as lease terms permit. We will continue to regularly assess and implement initiatives that we believe will build brand equity, grow our business and enhance long-term profitability in each region.

**North American Retail.** In North American Retail, we plan to increase retail sales and profitability over the long-term by improving the productivity and performance of our existing stores and by leaving a larger portion of our buys open prior to each season allowing us to produce closer to market delivery. We will also continue to emphasize our e-commerce channel as we execute our omni-channel strategy. During fiscal 2015, we expect to continue with reduced store openings as well as the closure of certain under-performing stores as lease terms permit, while we focus on improving the performance of existing stores. In addition, we plan to remodel key existing locations as part of the roll-out of our new store designs.

**Europe.** In Europe, over the long-term, we will continue to focus on developing new markets in Northern and Eastern Europe where our brand is well known but still under-penetrated. We have flagship stores in key cities such as Barcelona, Dusseldorf, London, Milan, Munich and Paris. During fiscal 2015, we and our partners plan to continue our retail store expansion primarily in Northern and Eastern Europe as well as the Middle East, but we expect this to be partially offset by the closure of certain under-performing stores mainly in Southern Europe as lease terms permit.

**Asia.** We see significant long-term market opportunities in Asia and we have dedicated capital and human resources to support the region's growth and development. We and our partners have opened flagship stores in key cities such as Beijing, Hong Kong, Seoul and Shanghai, and we have partnered with licensees to develop our business in the second-tier and third-tier cities in this region. In China, where the economy has shown some signs of slowing, we see evidence of a more cautious consumer. Our strategy in South Korea, with a combined 432 stores and concessions at May 3, 2014, is to improve productivity and expand distribution for both our GUESS? and G by GUESS branded locations. We are also in the process of establishing our direct operations in Japan where we had two stores and one concession as of May 3, 2014. For the three months ended May 3, 2014, we and our partners opened 13 new stores and closed 15 stores in Asia, ending the year with 497 stores and 501 concessions. We and our partners plan to open between 90 and 95 retail stores and concessions in total across all concepts in Asia during fiscal 2015.

#### **Capital Allocation**

The Company's investments in capital for the full fiscal year 2015 are planned between \$75 million and \$85 million (after deducting estimated lease incentives of approximately \$5 million). The planned investments in capital are primarily for store remodeling programs in North American Retail, new store openings in North America and expansion of our retail business in Europe.

#### **Comparable Store Sales**

As a result of our omni-channel strategy, there is less distinction between our brick-and-mortar retail stores and our e-commerce sites and we believe the inclusion of e-commerce sales in our comparable store sales metric is a more meaningful representation of these results. Therefore, beginning in the first quarter of fiscal 2015, the Company began reporting National Retail Federation ("NRF") calendar comparable store sales on a quarterly basis for our stores in the U.S. and Canada including the results of our e-commerce sites as well as separately disclosing the impact of e-commerce sales on our comparable store sales metric. A store is considered comparable after it has been open for 13 full months. If a store remodel results in a square footage change of more than 15%, or involves a relocation or a change in store concept, the store is removed from the comparable store base until it has been opened at its new size, in its new location or under its new concept for 13 full months. An e-commerce site is considered comparable after it has been operational in a country for 13 full months and would exclude any related revenue from shipping fees.

Definitions and calculations of comparable store sales differ among companies in the apparel retail industry, and therefore comparable store sales disclosed by us may not be comparable to the comparable same store sales metric disclosed by other companies.

### ***Other***

The Company operates on a 52/53-week fiscal year calendar, which ends on the Saturday nearest to January 31 of each year. The three months ended May 3, 2014 had the same number of days as the three months ended May 4, 2013.

## **Executive Summary**

### ***Overview***

Net loss attributable to Guess?, Inc. was \$2.1 million, or diluted loss of \$0.03 per common share, for the quarter ended May 3, 2014, compared to net earnings attributable to Guess?, Inc. of \$9.9 million, or diluted earnings of \$0.12 per common share, for the quarter ended May 4, 2013. During the first quarter of fiscal 2014, the Company implemented plans to streamline its structure and reduce expenses in both Europe and North America which resulted in restructuring charges for the quarter ended May 4, 2013 of \$2.3 million (or \$1.8 million after considering the \$0.6 million reduction to income tax expense as a result of the charge), or an unfavorable after-tax impact of \$0.02 per share. Excluding the impact of the restructuring charges and the related tax impact, adjusted net earnings attributable to Guess?, Inc. was \$11.7 million and adjusted diluted earnings was \$0.14 per common share for the quarter ended May 4, 2013. References to financial results excluding the impact of the restructuring charges are non-GAAP measures and are addressed below under “Non-GAAP Measures.”

Highlights of the Company’s performance for the quarter ended May 3, 2014 compared to the same prior-year period are presented below, followed by a more comprehensive discussion under “Results of Operations”:

### ***Operations***

- Total net revenue decreased 4.8% to \$522.5 million for the quarter ended May 3, 2014, from \$548.9 million in the same prior-year period. In constant currency, net revenue decreased by 5.6%.
- Gross margin (gross profit as a percentage of total net revenue) decreased 230 basis points to 33.7% for the quarter ended May 3, 2014, compared to 36.0% in the same prior-year period.
- Selling, general and administrative (“SG&A”) expenses decreased 3.0% to \$178.2 million for the quarter ended May 3, 2014, compared to \$183.8 million in the same prior-year period. SG&A expenses as a percentage of revenue (“SG&A rate”) increased by 60 basis points to 34.1% for the quarter ended May 3, 2014, compared to 33.5% in the same prior-year period.
- The Company incurred \$2.3 million in restructuring charges during the quarter ended May 4, 2013.
- Loss from operations was \$2.0 million for the quarter ended May 3, 2014, compared to earnings from operations of \$11.3 million in the same prior-year period. Operating margin decreased by 250 basis points to negative 0.4% for the quarter ended May 3, 2014, compared to 2.1% in the same prior-year period.
- Other expense, net (including interest income and expense), totaled \$1.2 million for the quarter ended May 3, 2014, compared to other income, net of \$5.2 million in the same prior-year period.
- The effective income tax rate decreased 100 basis points to 32.0% for the quarter ended May 3, 2014, compared to 33.0% in the same prior-year period.

### ***Key Balance Sheet Accounts***

- The Company had \$477.5 million in cash and cash equivalents and short-term investments as of May 3, 2014, up \$164.2 million, compared to \$313.3 million as of May 4, 2013.
- Accounts receivable, which relates primarily to the Company’s wholesale business in Europe, and to a lesser extent, to its wholesale businesses in North America and Asia and its international licensing

business, decreased by \$33.6 million, or 13.4%, to \$217.5 million at May 3, 2014, compared to \$251.1 million at May 4, 2013. On a constant currency basis, accounts receivable decreased \$42.1 million, or 16.8%.

- Inventory decreased by \$2.4 million, or 0.6%, to \$373.4 million as of May 3, 2014, compared to \$375.8 million as of May 4, 2013. When measured in terms of finished goods units, inventory volumes increased by 0.9% as of May 3, 2014, when compared to May 4, 2013.

### **Global Store Count**

In the first quarter of fiscal 2015, together with our partners, we opened 28 new stores worldwide, consisting of 13 stores in Europe and the Middle East, 13 stores in Asia, one store in the U.S. and one store in South America. Together with our partners, we closed 39 stores worldwide, consisting of 17 stores in Europe and the Middle East, 15 stores in Asia, four stores in the U.S. and Canada and three stores in Central and South America.

We ended the first quarter of fiscal 2015 with 1,697 stores worldwide, comprised as follows:

<b>Region</b>	<b>Total Stores</b>	<b>Directly Operated Stores</b>	<b>Licensee Stores</b>
United States and Canada	491	491	—
Europe and the Middle East	623	264	359
Asia	497	49	448
Central and South America	86	37	49
<b>Total</b>	<b>1,697</b>	<b>841</b>	<b>856</b>

This store count does not include 505 concessions located primarily in South Korea and Greater China, which have been excluded because of their smaller store size in relation to our standard international store size. Of the total 1,697 stores, 1,221 were GUESS? stores, 276 were GUESS? Accessories stores, 108 were G by GUESS stores and 92 were MARCIANO stores.

### **Results of Operations**

#### **Three Months Ended May 3, 2014 and May 4, 2013**

#### **Consolidated Results**

**Net Revenue.** Net revenue decreased by \$26.4 million, or 4.8%, to \$522.5 million for the quarter ended May 3, 2014, from \$548.9 million for the quarter ended May 4, 2013. In constant currency, net revenue decreased by 5.6% as currency translation fluctuations relating to our foreign operations favorably impacted net revenue by \$4.2 million compared to the same prior-year period. The decrease in revenue was driven primarily by lower European wholesale shipments and negative comparable store sales in North American Retail, partially offset by the favorable impact on revenue from expansion of our directly operated retail business in Europe.

**Gross Profit.** Gross profit decreased by \$21.2 million, or 10.7%, to \$176.2 million for the quarter ended May 3, 2014, from \$197.4 million in the same prior-year period, due primarily to the unfavorable impact from lower wholesale sales in Europe, negative comparable store sales in North American Retail and lower overall product margins.

Gross margin decreased 230 basis points to 33.7% for the quarter ended May 3, 2014, from 36.0% in the same prior-year period, due to a higher occupancy rate and lower overall product margins. The higher occupancy rate was driven by lower wholesale shipments in Europe and negative comparable store sales in North American Retail. Product margins declined due primarily to more markdowns in North American Retail.

The Company's gross margin may not be comparable to that of other entities since some entities include all of the costs related to their distribution in cost of product sales and others, like the Company, generally exclude wholesale-related distribution costs from gross margin, including them instead in SG&A expenses. Additionally, some entities include retail store occupancy costs in SG&A expenses and others, like the Company, include retail store occupancy costs, including rent and depreciation, in cost of product sales.

**Selling, General and Administrative Expenses.** SG&A expenses decreased by \$5.6 million, or 3.0%, to \$178.2 million for the quarter ended May 3, 2014, from \$183.8 million in the same prior-year period. The decrease in SG&A expenses, which included the unfavorable impact of currency translation, was due primarily to lower general and administrative expenses, lower selling and merchandising expenses in Europe and lower investments in advertising and marketing.

The Company's SG&A rate increased by 60 basis points to 34.1% for the quarter ended May 3, 2014, from 33.5% in the same prior-year period, due primarily to the negative impact on the Company's fixed cost structure resulting from a decline in European wholesale shipments and negative comparable store sales in North American Retail, partially offset by lower general and administrative expenses and lower selling and merchandising expenses in Europe.

**Restructuring Charges.** During the first quarter of fiscal 2014, the Company implemented plans to streamline its structure and reduce expenses in both Europe and North America which resulted in restructuring charges of \$2.3 million incurred during the quarter ended May 4, 2013.

**Earnings (Loss) from Operations.** Loss from operations was \$2.0 million for the quarter ended May 3, 2014, compared to earnings from operations of \$11.3 million in the same prior-year period. Currency translation fluctuations relating to our foreign operations unfavorably impacted loss from operations by \$0.3 million.

Operating margin decreased 250 basis points to negative 0.4% for the quarter ended May 3, 2014, compared to 2.1% in the same prior-year period. Operating margin was negatively impacted by lower overall gross margins and a higher SG&A rate, partially offset by restructuring charges incurred during the same prior-year period.

**Interest Expense, Net.** Interest expense, net was \$0.1 million for the quarter ended May 3, 2014, compared to interest expense, net of \$0.2 million for the quarter ended May 4, 2013, and includes the impact of hedge ineffectiveness of foreign currency forward contracts designated as cash flow hedges.

**Other Income (Expense), Net.** Other expense, net was \$1.1 million for the quarter ended May 3, 2014, compared to other income, net of \$5.5 million in the same prior-year period. Other expense, net in the quarter ended May 3, 2014 consisted primarily of net unrealized and realized mark-to-market revaluation losses on foreign currency contracts, partially offset by net unrealized gains on non-operating assets. Other income, net in the quarter ended May 4, 2013 consisted primarily of net unrealized mark-to-market revaluation gains on foreign currency contracts and net unrealized gains on non-operating assets.

**Income Tax Expense (Benefit).** Income tax benefit for the quarter ended May 3, 2014 was \$1.0 million, or a 32.0% effective tax rate, compared to income tax expense of \$5.5 million, or a 33.0% effective tax rate, in the same prior-year period. Generally, income taxes for the interim periods are computed using the effective tax rate estimated to be applicable for the full fiscal year which is subject to ongoing review and evaluation by management. The effective income tax rate for the three months ended May 4, 2013 included the impact of \$2.3 million in restructuring charges recorded during the first quarter of fiscal 2014. This unfavorably impacted the mix of taxable earnings among the Company's tax jurisdictions, resulting in an increase in the effective income tax rate for the first quarter of fiscal 2014 of 110 basis points.

**Net Earnings (Loss) Attributable to Noncontrolling Interests.** Net loss attributable to noncontrolling interests for the quarter ended May 3, 2014 was \$0.1 million, net of taxes, compared to net earnings attributable to noncontrolling interests of \$1.2 million, net of taxes, in the same prior-year period.

**Net Earnings (Loss) Attributable to Guess?, Inc.** Net loss attributable to Guess?, Inc. was \$2.1 million for the quarter ended May 3, 2014, compared to net earnings attributable to Guess?, Inc. of \$9.9 million in the same prior-year period. Diluted loss per share was \$0.03 for the quarter ended May 3, 2014, compared to diluted earnings per share of \$0.12 for the quarter ended May 4, 2013. The results for the quarter ended May 4, 2013 included the unfavorable \$0.02 per share after-tax impact of the restructuring charges. Excluding the impact of the restructuring charges and the related tax impact, adjusted net earnings attributable to Guess?, Inc. was \$11.7 million and adjusted diluted earnings was \$0.14 per common share for the quarter ended May 4, 2013. References to financial results excluding the impact of the restructuring charges are non-GAAP measures and are addressed below under "Non-GAAP Measures."

## Information by Business Segment

The following table presents our net revenue and earnings (loss) from operations by segment for the three months ended May 3, 2014 and May 4, 2013:

	<b>Three Months Ended</b>		<b>Change</b>	<b>% Change</b>
	<b>May 3, 2014</b>	<b>May 4, 2013</b>		
<b>(dollars in thousands)</b>				
<b>Net revenue:</b>				
North American Retail	\$ 228,344	\$ 238,311	\$ (9,967)	(4.2%)
Europe	159,158	165,392	(6,234)	(3.8)
Asia	70,118	71,132	(1,014)	(1.4)
North American Wholesale	39,308	43,829	(4,521)	(10.3)
Licensing	25,613	30,250	(4,637)	(15.3)
Total net revenue	<u>\$ 522,541</u>	<u>\$ 548,914</u>	<u>\$ (26,373)</u>	<u>(4.8%)</u>
<b>Earnings (loss) from operations:</b>				
North American Retail	\$ (8,399)	\$ (4,233)	\$ (4,166)	(98.4%)
Europe	(6,632)	(5,218)	(1,414)	(27.1)
Asia	3,353	6,964	(3,611)	(51.9)
North American Wholesale	7,753	8,649	(896)	(10.4)
Licensing	22,721	26,204	(3,483)	(13.3)
Corporate Overhead	(20,773)	(18,704)	(2,069)	11.1
Restructuring Charges	—	(2,337)	2,337	
Total earnings (loss) from operations	<u>\$ (1,977)</u>	<u>\$ 11,325</u>	<u>\$ (13,302)</u>	<u>(117.5%)</u>
<b>Operating margins:</b>				
North American Retail	(3.7%)	(1.8%)		
Europe	(4.2%)	(3.2%)		
Asia	4.8%	9.8%		
North American Wholesale	19.7%	19.7%		
Licensing	88.7%	86.6%		
Total Company	(0.4%)	2.1%		

### *North American Retail*

Net revenue from our North American Retail operations decreased by \$10.0 million, or 4.2%, to \$228.3 million for the quarter ended May 3, 2014, from \$238.3 million in the same prior-year period. The decrease in revenue was driven by negative comparable store sales of 3.8% for our combined U.S. and Canadian stores including the results of our e-commerce sites (negative 2.3% in constant currency, which also excludes the unfavorable translation impact of currency fluctuations relating to our Canadian retail stores). The inclusion of our e-commerce sales improved the comparable store sale percentage by 3.3% in U.S. dollars and constant currency. The store base for the U.S. and Canada decreased by an average of 18 net stores during the quarter ended May 3, 2014 compared to the same prior-year period, resulting in a 1.8% net decrease in average square footage. Currency translation fluctuations relating to our non-U.S. retail stores unfavorably impacted net revenue by \$3.8 million.

Loss from operations for the North American Retail segment was \$8.4 million for the quarter ended May 3, 2014, compared to loss from operations of \$4.2 million in the same prior-year period. The decline reflects the impact on earnings from negative comparable store sales and lower product margins.

Operating margin decreased 190 basis points to negative 3.7% for the quarter ended May 3, 2014, compared to negative 1.8% in the same prior-year period. The decrease was driven by the negative impact on the fixed cost structure resulting from negative comparable store sales and lower product margins due primarily to more markdowns and the unfavorable impact of currencies on product costs in Canada. These decreases were partially offset by lower store selling expenses, lower general and administrative expenses and lower investments in advertising and marketing.

In the first quarter of fiscal 2015, we opened one new store and closed four stores in the U.S. and Canada. At May 3, 2014, we directly operated 491 stores in the U.S. and Canada, comprised of 175 full-priced GUESS?



retail stores, 135 GUESS? factory outlet stores, 80 G by GUESS stores, 51 GUESS? Accessories stores and 50 MARCIANO stores. This compares to 511 stores as of May 4, 2013.

### ***Europe***

Net revenue from our Europe operations decreased by \$6.2 million, or 3.8%, to \$159.2 million for the quarter ended May 3, 2014, from \$165.4 million in the same prior-year period. In local currency, net revenue decreased by 8.1% versus the same prior-year period. The decrease in revenue was driven primarily by lower shipments in our European wholesale business. This decrease was partially offset by the favorable impact on revenue from the expansion of our directly operated retail business and a percentage increase in the low single digits for comparable store sales in our directly operated retail stores versus the same prior-year period. At May 3, 2014, we directly operated 264 stores in Europe compared to 248 stores at May 4, 2013, excluding concessions, which represents a 6.5% increase over the prior-year first quarter end. Currency translation fluctuations relating to our European operations favorably impacted net revenue by \$7.2 million.

Loss from operations from our Europe segment increased by \$1.4 million, or 27.1%, to \$6.6 million for the quarter ended May 3, 2014, from loss from operations of \$5.2 million in the same prior-year period. The increase resulted primarily from the negative impact on earnings from lower wholesale shipments, partially offset by lower selling and merchandising expenses and higher overall product margins.

Operating margin decreased 100 basis points to negative 4.2% for the quarter ended May 3, 2014, compared to negative 3.2% in the same prior-year period. The decrease in operating margin was driven primarily by the negative impact on the fixed cost structure resulting from lower wholesale shipments, partially offset by higher overall product margins due primarily to improved inventory management compared to the same prior-year period and lower selling and merchandising expenses.

### ***Asia***

Net revenue from our Asia operations decreased by \$1.0 million, or 1.4%, to \$70.1 million for the quarter ended May 3, 2014, from \$71.1 million in the same prior-year period. In constant currency, net revenue decreased by 4.3% versus the same prior-year period. The decrease was due to lower wholesale shipments in our Southeast Asia and Greater China businesses, partially offset by growth in our South Korea business driven primarily by retail expansion. We continued to grow our operations in Asia, where we and our partners operated 497 stores and 501 concessions at May 3, 2014, compared to 469 stores and 441 concessions as of May 4, 2013. Currency translation fluctuations relating to our Asia operations favorably impacted net revenue by \$2.0 million.

Earnings from operations for the Asia segment decreased by \$3.6 million, or 51.9%, to \$3.4 million for the quarter ended May 3, 2014, from \$7.0 million in the same prior-year period. The decrease was driven by the unfavorable impact on earnings from lower overall gross margins.

Operating margin decreased 500 basis points to 4.8% for the quarter ended May 3, 2014, compared to 9.8% in the same prior-year period. The decrease in operating margin was driven by lower overall gross margins due primarily to inventory liquidation in South Korea.

### ***North American Wholesale***

Net revenue from our North American Wholesale operations decreased by \$4.5 million, or 10.3%, to \$39.3 million for the quarter ended May 3, 2014, from \$43.8 million in the same prior-year period. In constant currency, net revenue decreased by 7.7% compared to the same prior-year period. This decrease was driven by lower revenue in our U.S. and Canadian wholesale businesses driven by lower off-price shipments. Currency translation fluctuations relating to our non-U.S. wholesale businesses unfavorably impacted net revenue in our North American Wholesale segment by \$1.1 million.

Earnings from operations from our North American Wholesale segment decreased by \$0.9 million, or 10.4%, to \$7.8 million for the quarter ended May 3, 2014, from \$8.6 million in the same prior-year period. The decrease was due primarily to the unfavorable impact to earnings from lower revenue.

Operating margin was flat at 19.7% for the quarter ended May 3, 2014, compared to the same prior-year period.

### ***Licensing***

Net royalty revenue from Licensing operations decreased by \$4.6 million, or 15.3%, to \$25.6 million for the quarter ended May 3, 2014, from \$30.3 million in the same prior-year period. The decrease was driven primarily by the anniversary of certain one-time royalty benefits in the same prior-year period and lower sales in our handbag and eyewear categories.

Earnings from operations from our Licensing segment decreased by \$3.5 million, or 13.3%, to \$22.7 million for the quarter ended May 3, 2014, from \$26.2 million in the same prior-year period. The decrease was driven primarily by the unfavorable impact to earnings from lower revenue.

### ***Corporate Overhead***

Unallocated corporate overhead increased by \$2.1 million to \$20.8 million for the quarter ended May 3, 2014, from \$18.7 million in the same prior-year period. The increase was driven primarily by higher performance-based compensation.

### **Non-GAAP Measures**

The Company's reported financial results are presented in accordance with GAAP. The reported net earnings attributable to Guess?, Inc. and diluted earnings per share for the quarter ended May 4, 2013 reflect the impact of restructuring charges which affects the comparability of those reported results. Those financial results are also presented on a non-GAAP basis, as defined in Section 10(e) of Regulation S-K of the SEC, to exclude the effect of this item. The Company has excluded these restructuring charges, and related tax impact, from its adjusted financial measures primarily because it does not believe such charges reflect the Company's ongoing operating results or future outlook. The Company believes that these "non-GAAP" or "adjusted" financial measures are useful as an additional means for investors to evaluate the comparability of the Company's operating results when reviewed in conjunction with the Company's GAAP financial statements. The non-GAAP measures are provided in addition to, and not as alternatives for, the Company's reported GAAP results.

The adjusted measures for the quarter ended May 4, 2013 exclude the impact of restructuring charges. During the first quarter of fiscal 2014, the Company implemented plans to streamline its structure and reduce expenses in both Europe and North America which resulted in restructuring charges of \$2.3 million (or \$1.8 million after considering the \$0.6 million reduction to income tax expense as a result of the charge), or an unfavorable after-tax impact of \$0.02 per share in the quarter ended May 4, 2013. Net earnings attributable to Guess?, Inc. for the quarter ended May 4, 2013 was \$9.9 million and diluted earnings per common share for the quarter ended May 4, 2013 was \$0.12. Excluding the impact of the restructuring charges and the related tax impact, adjusted net earnings attributable to Guess?, Inc. for the quarter ended May 4, 2013 was \$11.7 million and adjusted diluted earnings per common share for the quarter ended May 4, 2013 was \$0.14.

Our discussion and analysis herein also includes certain constant currency financial information. Foreign currency exchange rate fluctuations affect the amount reported from translating the Company's foreign revenues and expenses into U.S. dollars. These rate fluctuations can have a significant effect on reported operating results under GAAP. The Company provides constant currency information to enhance the visibility of underlying business trends, excluding the effects of changes in foreign currency translation rates. To calculate revenues and earnings from operations on a constant currency basis, operating results for the current-year period are translated into U.S. dollars at the average exchange rates in effect during the comparable period of the prior year. The constant currency calculations do not adjust for the impact of revaluing specific transactions denominated in a currency that is different to the functional currency of that entity when exchange rates fluctuate. The constant currency information presented may not be comparable to similarly titled measures reported by other companies.

## **Liquidity and Capital Resources**

We need liquidity primarily to fund our working capital, the expansion and remodeling of our retail stores, shop-in-shop programs, concessions, systems, infrastructure, other existing operations, international growth, potential acquisitions, potential share repurchases and payment of dividends to our stockholders. During the three months ended May 3, 2014, the Company relied primarily on trade credit, available cash, real estate leases, short-term lines of credit and internally generated funds to finance our operations and expansion. The Company anticipates that we will be able to satisfy our ongoing cash requirements during the next twelve months for working capital, capital expenditures, interest and principal payments on our debt, potential acquisitions, potential share repurchases and any dividend payments to stockholders, primarily with cash flow from operations and existing cash balances supplemented by borrowings, as necessary, under our existing Credit Facility and bank facilities in Europe, as described below under “—Credit Facilities.”

As of May 3, 2014, the Company had cash and cash equivalents of \$472.5 million and short-term investments of \$5.1 million. Approximately 68% of the Company’s cash and cash equivalents were held outside of the U.S. As of May 3, 2014, we have not provided for U.S. federal and state income taxes on the undistributed earnings of our foreign subsidiaries, since such earnings are considered indefinitely reinvested outside the United States. If in the future we decide to repatriate such earnings, we would incur incremental U.S. federal and state income tax, reduced by allowable foreign tax credits. However, our intent is to keep these funds indefinitely reinvested outside of the United States and our current plans do not indicate a need to repatriate them to fund our U.S. operations. Due to the complexities associated with the hypothetical calculation, including the availability of foreign tax credits, it is not practicable to determine the unrecognized deferred tax liability related to the undistributed earnings.

Excess cash and cash equivalents, which represent the majority of our outstanding cash and cash equivalents balance, are held primarily in overnight deposit and short-term time deposit accounts and four diversified money market funds. The money market funds are AAA rated by national credit rating agencies and are generally comprised of high-quality, liquid investments. Please see “—Important Factors Regarding Forward-Looking Statements” and “Part I, Item 1A. Risk Factors” contained in the Company’s most recent Annual Report on Form 10-K for the fiscal year ended February 1, 2014 for a discussion of risk factors which could reasonably be likely to result in a decrease of internally generated funds available to finance capital expenditures and working capital requirements.

The Company has presented below the cash flow performance comparison of the three months ended May 3, 2014, versus the three months ended May 4, 2013.

### ***Operating Activities***

Net cash used in operating activities was \$0.2 million for the three months ended May 3, 2014, compared to net cash provided by operating activities of \$31.7 million for the three months ended May 4, 2013, or a decrease of \$31.9 million. The decrease was driven primarily by the unfavorable impact of changes in working capital and lower net earnings for the three months ended May 3, 2014 versus the same prior-year period. The change in working capital was driven primarily by the unfavorable impact from timing of payments.

### ***Investing Activities***

Net cash used in investing activities was \$17.1 million for the three months ended May 3, 2014, compared to \$10.1 million for the three months ended May 4, 2013. Cash used in investing activities related primarily to capital expenditures incurred on existing store remodeling programs in North American Retail and Europe. In addition, the settlement of forward currency contracts designated as hedging instruments and proceeds from the sale of investments are also included in cash flows used in investing activities.

The increase in cash used in investing activities was driven primarily by cash receipts from other assets during the same prior-year period. During the three months ended May 3, 2014, the Company opened nine directly operated stores compared to 15 directly operated stores that were opened in the comparable prior-year period. During the three months ended May 4, 2013, the Company also acquired four stores from one of our European licensees.

### ***Financing Activities***

Net cash used in financing activities was \$22.1 million for the three months ended May 3, 2014, compared to \$37.9 million for the three months ended May 4, 2013. The decrease in net cash used in financing activities was due primarily to repurchases of shares of the Company's common stock during the three months ended May 4, 2013.

### ***Effect of Exchange Rates on Cash***

During the three months ended May 3, 2014, changes in foreign currency translation rates increased our reported cash and cash equivalents balance by \$9.0 million. This compares to a decrease of \$6.3 million in cash and cash equivalents driven by changes in foreign currency translation rates during the three months ended May 4, 2013.

### ***Working Capital***

At May 3, 2014, the Company had net working capital (including cash and cash equivalents) of \$838.0 million compared to \$846.1 million at February 1, 2014 and \$714.8 million at May 4, 2013. The Company's primary working capital needs are for accounts receivable and inventory. Accounts receivable at May 3, 2014 amounted to \$217.5 million, down \$33.6 million, compared to \$251.1 million at May 4, 2013. The accounts receivable balance relates primarily to the Company's wholesale business in Europe, and to a lesser extent, to its wholesale businesses in North America and Asia and its international licensing business. On a constant currency basis, accounts receivable decreased by \$42.1 million, or 16.8%, when compared to May 4, 2013. The decrease in accounts receivable was driven primarily by lower European wholesale shipments during the three months ended May 3, 2014 compared to the same prior-year period. As of May 3, 2014, approximately 61% of our total net trade receivables were insured for collection purposes or subject to certain bank guarantees or letters of credit. In Europe, approximately 81% of our net trade receivables were insured for collection purposes or subject to certain bank guarantees or letters of credit. Inventory at May 3, 2014 decreased to \$373.4 million, or 0.6%, compared to \$375.8 million at May 4, 2013. When measured in terms of finished goods units, inventory volumes increased by 0.9% as of May 3, 2014, when compared to May 4, 2013.

### ***Dividends***

During the first quarter of fiscal 2008, the Company announced the initiation of a quarterly cash dividend of \$0.06 per share of the Company's common stock. Since that time, the Company has continued to pay a quarterly cash dividend, which has subsequently increased to \$0.225 per common share.

On May 29, 2014, the Company announced a regular quarterly cash dividend of \$0.225 per share on the Company's common stock. The cash dividend will be paid on June 27, 2014 to shareholders of record as of the close of business on June 11, 2014.

The payment of cash dividends in the future will be at the discretion of our Board of Directors and will be based upon a number of business, legal and other considerations, including our cash flow from operations, capital expenditures, debt service requirements, cash paid for income taxes, earnings, share repurchases, economic conditions and liquidity.

### ***Capital Expenditures***

Gross capital expenditures totaled \$17.3 million, before deducting lease incentives of \$1.4 million, for the three months ended May 3, 2014. This compares to gross capital expenditures of \$17.3 million, before deducting lease incentives of \$0.3 million, for the three months ended May 4, 2013. The Company's investments in capital for the full fiscal year 2015 are planned between \$75 million and \$85 million (after deducting estimated lease incentives of approximately \$5 million). The planned investments in capital are primarily for store remodeling programs in North American Retail, new store openings in North America and expansion of our retail business in Europe.

In addition, we periodically evaluate strategic acquisitions and alliances and pursue those that we believe will support and contribute to our overall growth initiatives.

### ***Credit Facilities***

On July 6, 2011, the Company entered into a five-year senior secured revolving credit facility with JPMorgan Chase Bank, N.A., Bank of America, N.A. and the other lenders party thereto (the “Credit Facility”) which provided for a \$200 million revolving multicurrency line of credit. The Credit Facility is available for direct borrowings and the issuance of letters of credit, subject to certain letters of credit sublimits. It may be used for working capital and other general corporate purposes.

On August 31, 2012, the Company increased its borrowing capacity under the Credit Facility from \$200 million to \$300 million by exercising the accordion feature in the Credit Facility pursuant to a Lender Joinder Agreement with the lenders party thereto. Also on August 31, 2012, the Company entered into an Amendment to the Credit Facility with the lenders party thereto to provide for (i) greater flexibility in certain of the Company’s covenants under the Credit Facility and (ii) access to a new \$100 million accordion feature, subject to certain conditions and the willingness of existing or new lenders to assume such increased amount. At May 3, 2014, the Company had \$1.5 million in outstanding standby letters of credit, no outstanding documentary letters of credit and no outstanding borrowings under the Credit Facility.

The Credit Facility requires the Company to comply with a leverage ratio and a fixed charge coverage ratio. In addition, the Credit Facility contains customary covenants, including covenants that limit or restrict the Company and its subsidiaries’ ability to: incur liens, incur indebtedness, make investments, dispose of assets, make certain restricted payments, merge or consolidate and enter into certain transactions with affiliates. The Credit Facility also limits the Company’s ability to pay dividends unless immediately after giving effect thereto the aggregate amount of unrestricted cash and cash equivalents held by Guess?, Inc. and its domestic subsidiaries is at least \$50 million. The Company may need to borrow against this facility periodically to ensure it will continue to meet the requirements of this covenant. Upon the occurrence of an event of default under the Credit Facility, the lenders may cease making loans, terminate the Credit Facility and declare all amounts outstanding to be immediately due and payable. The Credit Facility specifies a number of events of default (some of which are subject to applicable grace or cure periods), including, among other things, non-payment defaults, covenant defaults, cross-defaults to other material indebtedness, bankruptcy and insolvency defaults and material judgment defaults. The Credit Facility allows for both secured and unsecured borrowings outside of the Credit Facility up to specified amounts.

The Company, through its European subsidiaries, maintains short-term uncommitted borrowing agreements, primarily for working capital purposes, with various banks in Europe. The majority of the borrowings under these agreements are secured by specific accounts receivable balances. Based on the applicable accounts receivable balances at May 3, 2014, the Company could have borrowed up to \$109.0 million under these agreements. At May 3, 2014, the Company had no outstanding borrowings and \$0.4 million in outstanding documentary letters of credit under these agreements. The agreements are denominated primarily in euros and provide for annual interest rates ranging from 0.6% to 3.2%. The maturities of any short-term borrowings under these arrangements are generally linked to the credit terms of the underlying accounts receivable that secure the borrowings. With the exception of one facility for up to \$48.6 million that has a minimum net equity requirement, there are no other financial ratio covenants.

The Company entered into a capital lease in December 2005 for a building in Florence, Italy. At May 3, 2014, the capital lease obligation was \$7.9 million. The Company entered into a separate interest rate swap agreement designated as a non-hedging instrument that resulted in a swap fixed rate of 3.55%. This interest rate swap agreement matures in 2016 and converts the nature of the capital lease obligation from Euribor floating-rate debt to fixed-rate debt. The fair value of the interest rate swap liability at May 3, 2014 was approximately \$0.5 million.

From time-to-time, the Company will obtain other financing in foreign countries for working capital to finance its local operations.

### ***Share Repurchases***

On March 14, 2011, the Company's Board of Directors authorized a program to repurchase, from time-to-time and as market and business conditions warrant, up to \$250 million of the Company's common stock (the "2011 Share Repurchase Program"). On June 26, 2012, the Company's Board of Directors authorized a new program to repurchase, from time-to-time and as market and business conditions warrant, up to \$500 million of the Company's common stock (the "2012 Share Repurchase Program"). The 2012 Share Repurchase Program was in addition to the 2011 Share Repurchase Program. Repurchases under programs may be made on the open market or in privately negotiated transactions, pursuant to Rule 10b5-1 trading plans or other available means. There is no minimum or maximum number of shares to be repurchased under programs and programs may be discontinued at any time, without prior notice. There were no share repurchases under the 2012 Share Repurchase Program during the three months ended May 3, 2014. During the three months ended May 4, 2013, the Company repurchased 882,551 shares under the 2011 and 2012 Share Repurchase Programs at an aggregate cost of \$22.1 million. At May 3, 2014, the Company had remaining authority under the 2012 Share Repurchase Program to purchase \$495.8 million of its common stock and no remaining authority to purchase shares under the 2011 Share Repurchase Program.

### ***Supplemental Executive Retirement Plan***

On August 23, 2005, the Board of Directors of the Company adopted a Supplemental Executive Retirement Plan ("SERP") which became effective January 1, 2006. The SERP provides select employees who satisfy certain eligibility requirements with certain benefits upon retirement, termination of employment, death, disability or a change in control of the Company, in certain prescribed circumstances. Paul Marciano, Chief Executive Officer and Vice Chairman of the Board, is the only active employee participating in the SERP.

As a non-qualified pension plan, no dedicated funding of the SERP is required; however, the Company has made, and expects to continue to make, periodic payments into insurance policies held in a rabbi trust to fund the expected obligations arising under the non-qualified SERP. The amount of future payments into the insurance policies may vary, depending on any changes to the estimates of final annual compensation levels and investment performance of the trust. The cash surrender values of the insurance policies were \$53.0 million and \$51.4 million as of May 3, 2014 and February 1, 2014, respectively, and were included in other assets in the Company's condensed consolidated balance sheets. As a result of changes in the value of the insurance policy investments, the Company recorded unrealized gains of \$1.6 million and \$1.5 million in other income during the three months ended May 3, 2014 and May 4, 2013, respectively. The projected benefit obligation was \$55.3 million and \$54.7 million at May 3, 2014 and February 1, 2014, respectively, and was included in accrued expenses and other long-term liabilities in the Company's condensed consolidated balance sheets depending on the expected timing of payments.

### ***Inflation***

The Company does not believe that inflation trends in the U.S. and internationally over the last three years have had a significant effect on net revenue or profitability.

### ***Seasonality***

The Company's business is impacted by the general seasonal trends characteristic of the apparel and retail industries. The U.S., European and Canadian retail operations are generally stronger during the second half of the fiscal year, and the North American wholesale operations generally experience stronger performance from July through November. The European wholesale businesses operate with two primary selling seasons: the Spring/Summer season, which ships from November to April and the Fall/Winter season, which ships from May to October. The Company's goal in the European wholesale business is to take advantage of early-season demand and potential reorders by offering a pre-collection assortment which ships at the beginning of each season. Customers retain the ability to request early shipment of backlog orders or delay shipment of orders depending on their needs.

## Wholesale Backlog

We generally receive orders for fashion apparel three to six months prior to the time the products are delivered to our customers' stores. The backlog of wholesale orders at any given time is affected by various factors, including seasonality, cancellations, the scheduling of market weeks, the timing of the receipt of orders and the timing of the shipment of orders and may include orders for multiple seasons. Accordingly, a comparison of backlogs of wholesale orders from period to period is not necessarily meaningful and may not be indicative of eventual actual shipments.

**U.S. and Canada Backlog.** Our U.S. and Canadian wholesale backlog as of May 24, 2014, consisting primarily of orders for fashion apparel, was \$75.8 million, compared to \$61.4 million in constant currency at May 25, 2013, an increase of 23.5%. We estimate that if we were to normalize the orders for the scheduling of market weeks the current backlog would have increased by 0.1% compared to the prior year.

**Europe Backlog.** As of May 25, 2014, the European wholesale backlog was €230.9 million, compared to €260.2 million at May 26, 2013, a decrease of 11.3%. The backlog as of May 25, 2014 is comprised of sales orders for the Spring/Summer 2014, Fall/Winter 2014 and Spring/Summer 2015 seasons.

## Application of Critical Accounting Policies

Our critical accounting policies reflecting our estimates and judgments are described in "Part II. Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations," in our Annual Report on Form 10-K for the year ended February 1, 2014 filed with the SEC on March 28, 2014. There have been no significant changes to our critical accounting policies during the three months ended May 3, 2014.

## Recently Issued Accounting Guidance

In April 2014, the Financial Accounting Standards Board ("FASB") issued authoritative guidance which raises the threshold for disposals to qualify as discontinued operations. Under this new guidance, a discontinued operation is (1) a component of an entity or group of components that have been disposed of or are classified as held for sale and represent a strategic shift that has or will have a major effect on an entity's operations and financial results, or (2) an acquired business that is classified as held for sale on the acquisition date. This guidance also requires expanded or new disclosures for discontinued operations, individually material disposals that do not meet the definition of a discontinued operation, an entity's continuing involvement with a discontinued operation following disposal and retained equity method investments in a discontinued operation. This guidance is effective for fiscal periods beginning after December 15, 2014. The adoption of this guidance is not expected to have a material impact on the Company's consolidated financial statements.

In May 2014, the FASB issued a comprehensive new revenue recognition standard which will supersede previous existing revenue recognition guidance. The standard creates a five-step model for revenue recognition that requires companies to exercise judgment when considering contract terms and relevant facts and circumstances. The five-step model includes (1) identifying the contract, (2) identifying the separate performance obligations in the contract, (3) determining the transaction price, (4) allocating the transaction price to the separate performance obligations and (5) recognizing revenue when each performance obligation has been satisfied. The standard also requires expanded disclosures surrounding revenue recognition. The standard is effective for fiscal periods beginning after December 15, 2016 and allows for either full retrospective or modified retrospective adoption. The Company is currently evaluating the impact of the adoption of this standard on its consolidated financial statements.

### **ITEM 3. Quantitative and Qualitative Disclosures About Market Risk.**

#### *Exchange Rate Risk*

More than half of product sales and licensing revenue recorded for the three months ended May 3, 2014 were denominated in currencies other than the U.S. dollar. The Company's primary exchange rate risk relates to operations in Europe, Canada and South Korea. Changes in currencies affect our earnings in various ways. For further discussion on currency related risk, please refer to our risk factors under "Part 1, Item 1A. Risk Factors" contained in the Company's most recent Annual Report on Form 10-K for the fiscal year ended February 1, 2014.

Various transactions that occur primarily in Europe, Canada and South Korea are denominated in U.S. dollars and British pounds and thus are exposed to earnings risk as a result of exchange rate fluctuations when converted to their functional currencies. These types of transactions include U.S. dollar denominated purchases of merchandise and U.S. dollar and British pound denominated intercompany liabilities. In addition, certain operating expenses and tax liabilities are denominated in Swiss francs and are exposed to earnings risk as a result of exchange rate fluctuations when converted to the functional currency. The Company is also subject to certain translation and economic exposures related to its net investment in certain of its international subsidiaries. The Company enters into derivative financial instruments to offset some but not all of its exchange risk. In addition, some of the derivative contracts in place will create volatility during the fiscal year as they are marked-to-market according to the accounting rules and may result in revaluation gains or losses in different periods from when the currency impact on the underlying transactions are realized.

#### *Derivatives Designated As Hedging Instruments*

##### *Cash Flow Hedges*

During the three months ended May 3, 2014, the Company purchased U.S. dollar forward contracts in Canada and Europe totaling US\$36.4 million and US\$26.0 million, respectively, that were designated as cash flow hedges. As of May 3, 2014, the Company had forward contracts outstanding for its European and Canadian operations of US\$92.1 million and US\$40.6 million, respectively, to hedge forecasted merchandise purchases and intercompany royalties, which are expected to mature over the next 14 months. The Company's derivative financial instruments are recorded in its condensed consolidated balance sheet at fair value based on quoted market rates. Changes in the fair value of the U.S. dollar forward contracts, designated as cash flow hedges for forecasted merchandise purchases, are recorded as a component of accumulated other comprehensive income (loss) within stockholders' equity and are recognized in cost of product sales in the period which approximates the time the hedged merchandise inventory is sold. Changes in the fair value of the U.S. dollar forward contracts, designated as cash flow hedges for forecasted intercompany royalties, are recorded as a component of accumulated other comprehensive income (loss) within stockholders' equity and are recognized in other income and expense in the period in which the royalty expense is incurred.

As of May 3, 2014, accumulated other comprehensive loss included a net unrealized loss of approximately \$1.7 million, net of tax, which will be recognized in cost of product sales or other expense over the following 12 months, at the then current values on a pre-tax basis, which can be different than the current quarter-end values. At May 3, 2014, the net unrealized loss of the remaining open forward contracts recorded in the Company's condensed consolidated balance sheet was approximately \$1.7 million.

At February 1, 2014, the Company had forward contracts outstanding for its European and Canadian operations of US\$87.1 million and US\$15.2 million, respectively, that were designated as cash flow hedges. At February 1, 2014, the net unrealized gain of these open forward contracts recorded in the Company's condensed consolidated balance sheet was approximately \$0.3 million.

#### *Derivatives Not Designated as Hedging Instruments*

The Company also has foreign currency contracts that are not designated as hedging instruments for accounting purposes. Changes in fair value of foreign currency contracts not designated as hedging instruments are reported in net earnings as part of other income and expense. For the three months ended May 3, 2014, the Company recorded a net loss of \$2.8 million for its euro and Canadian dollar foreign currency contracts not

designated as hedges, which has been included in other expense. As of May 3, 2014, the Company had euro foreign currency contracts to purchase US\$104.0 million expected to mature over the next 11 months. At May 3, 2014, the net unrealized loss of these open forward contracts recorded in the Company's condensed consolidated balance sheet was approximately \$2.6 million.

At February 1, 2014, the Company had euro foreign currency contracts to purchase US\$111.8 million and Canadian dollar foreign currency contracts to purchase US\$13.8 million. At February 1, 2014, the net unrealized gain of these open forward contracts recorded in the Company's condensed consolidated balance sheet was approximately \$0.1 million.

#### *Sensitivity Analysis*

At May 3, 2014, a sensitivity analysis of changes in foreign currencies when measured against the U.S. dollar indicates that, if the U.S. dollar had uniformly weakened by 10% against all of the U.S. dollar denominated foreign exchange derivatives totaling US\$236.7 million, the fair value of the instruments would have decreased by \$26.3 million. Conversely, if the U.S. dollar uniformly strengthened by 10% against all of the U.S. dollar denominated foreign exchange derivatives, the fair value of these instruments would have increased by \$21.5 million. Any resulting changes in the fair value of the hedged instruments may be partially offset by changes in the fair value of certain balance sheet positions (primarily U.S. dollar denominated liabilities in our foreign operations) impacted by the change in the foreign currency rate. The ability to reduce the exposure of currencies on earnings depends on the magnitude of the derivatives compared to the balance sheet positions during each reporting cycle.

#### *Interest Rate Risk*

At May 3, 2014, approximately 91% of the Company's total indebtedness related to a capital lease obligation, which is covered by a separate interest rate swap agreement with a swap fixed interest rate of 3.55% that matures in 2016. Changes in the related interest rate that result in an unrealized gain or loss on the fair value of the swap are reported in other income or expense. The change in the unrealized fair value of the interest swap decreased other expense, net by \$0.1 million during the three months ended May 3, 2014. The majority of the Company's remaining indebtedness is at variable rates of interest. Accordingly, changes in interest rates would impact the Company's results of operations in future periods. A 100 basis point increase in interest rates would have had an insignificant effect on interest expense for the three months ended May 3, 2014.

The fair value of the Company's debt instruments are based on the amount of future cash flows associated with each instrument discounted using the Company's incremental borrowing rate. At May 3, 2014 and February 1, 2014, the carrying value of all financial instruments was not materially different from fair value, as the interest rate on the Company's debt approximates rates currently available to the Company.

#### **ITEM 4. Controls and Procedures.**

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended. Based on this evaluation, our principal executive officer and our principal financial officer concluded that our disclosure controls and procedures were effective as of the end of the quarterly period covered by this report.

There was no change in our internal control over financial reporting during the first quarter of fiscal 2015, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

In May 2013, the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") issued an updated version of its *Internal Control-Integrated Framework* ("2013 framework"). The originally issued framework ("1992 framework") remains available during the transition period, which extends to December 15, 2014, after which time the COSO will consider it superseded by the 2013 framework. As of May 3, 2014, the Company continued to utilize the 1992 framework and plans to transition to the 2013 framework during the fourth quarter of fiscal 2015. The Company does not expect significant changes to its overall internal control structure over financial reporting to result from the transition to the 2013 framework.

## **PART II. OTHER INFORMATION**

### **ITEM 1. Legal Proceedings.**

#### *Litigation*

On May 6, 2009, Gucci America, Inc. filed a complaint in the U.S. District Court for the Southern District of New York against Guess?, Inc. and certain third-party licensees for the Company asserting, among other things, trademark and trade dress law violations and unfair competition. The complaint sought injunctive relief, compensatory damages, including treble damages, and certain other relief. Complaints similar to those in the above action have also been filed by Gucci entities against the Company and certain of its subsidiaries in the Court of Milan, Italy, the Court of Paris, France and the Intermediate People's Court of Nanjing, China. The three week bench trial in the U.S. matter concluded on April 19, 2012, with the court issuing a preliminary ruling on May 21, 2012 and a final ruling on July 19, 2012. Although the plaintiff was seeking compensation in the U.S. matter in the form of damages of \$26 million and an accounting of profits of \$99 million, the final ruling provided for monetary damages of \$2.3 million against the Company and \$2.3 million against certain of its licensees. The court also granted narrow injunctions in favor of the plaintiff for certain of the claimed infringements. On August 20, 2012, the appeal period expired without any party having filed an appeal, rendering the judgment final. On May 2, 2013, the Court of Milan ruled in favor of the Company in the Milan, Italy matter. In the ruling, the Court rejected all of the plaintiff's claims and ordered the cancellation of three of the plaintiff's Italian and four of the plaintiff's European Community trademark registrations. On June 10, 2013, the plaintiff appealed the Court's ruling in the Milan matter. In the China matter, the Intermediate People's Court of Nanjing, China issued a ruling on November 8, 2013 granting an injunction in favor of the plaintiff for certain of the claimed infringements on handbags and small leather goods and awarding the plaintiff statutory damages in the amount of approximately \$80,000. The Company strongly disagrees with the Court's decision and has appealed the ruling. The judgment in the China matter is stayed pending the appeal, which is expected to be heard during the second quarter of fiscal 2015.

On August 25, 2006, Franchez Isaguirre, a former employee of the Company, filed a complaint in the Superior Court of California, County of Los Angeles alleging violations by the Company of California wage and hour laws. The complaint was subsequently amended, adding a second former employee as an additional named party. The plaintiffs purport to represent a class of similarly situated employees in California who allegedly had been injured by not being provided adequate meal and rest breaks. The complaint seeks unspecified compensatory damages, statutory penalties, attorney's fees and injunctive and declaratory relief. On June 9, 2009, the Court certified the class but immediately stayed the case pending the resolution of a separate California Supreme Court case on the standards of class treatment for meal and rest break claims. Following the Supreme Court ruling, the Superior Court denied the Company's motions to decertify the class and to narrow the class in January 2013 and June 2013, respectively. The Company subsequently petitioned to have the Court's decision not to narrow the class definition reviewed. That petition was ultimately denied by the California Supreme Court in April 2014. No trial date has been set.

Although the Company believes that it has a strong position and will continue to vigorously defend each of these remaining matters, it is unable to predict with certainty whether or not these efforts will ultimately be successful or whether the outcomes will have a material impact on the Company's financial position or results of operations.

The Company is also involved in various other claims and other matters incidental to the Company's business, the resolution of which is not expected to have a material adverse effect on the Company's financial position or results of operations. No material amounts were accrued as of May 3, 2014 or February 1, 2014 related to any of the Company's legal proceedings.

#### **ITEM 1A. Risk Factors.**

There have not been any material changes from the Risk Factors as previously disclosed in our Annual Report on Form 10-K for the year ended February 1, 2014, filed with the SEC on March 28, 2014.

**ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

Items (a) and (b) are not applicable.

Item (c). Issuer Purchases of Equity Securities

<u>Period</u>	<u>Total Number of Shares Purchased</u>	<u>Average Price Paid per Share</u>	<u>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</u>	<u>Maximum Number (or Approximate Dollar Value) of Shares That May Yet Be Purchased Under the Plans or Programs</u>
<b>February 2, 2014 to March 1, 2014</b>				
Repurchase program(1)	—	—	—	\$ 495,786,484
Employee transactions(2)	1,133	\$ 28.48	—	—
<b>March 2, 2014 to April 5, 2014</b>				
Repurchase program(1)	—	—	—	\$ 495,786,484
Employee transactions(2)	274	\$ 27.82	—	—
<b>April 6, 2014 to May 3, 2014</b>				
Repurchase program(1)	—	—	—	\$ 495,786,484
Employee transactions(2)	438	\$ 27.69	—	—
<b>Total</b>				
Repurchase program(1)	—	—	—	
Employee transactions(2)	1,845	\$ 28.19	—	

(1) On June 26, 2012, the Company's Board of Directors authorized a program to repurchase, from time-to-time and as market and business conditions warrant, up to \$500 million of the Company's common stock. Repurchases under the program may be made on the open market or in privately negotiated transactions, pursuant to Rule 10b5-1 trading plans or other available means. There is no minimum or maximum number of shares to be repurchased under the program, which may be discontinued at any time, without prior notice.

(2) Consists of shares surrendered to, or withheld by, the Company in satisfaction of employee tax withholding obligations that occur upon vesting of restricted stock awards/units granted under the Company's 2004 Equity Incentive Plan, as amended.

**ITEM 6. Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
3.1.	Restated Certificate of Incorporation of the Registrant (incorporated by reference from Amendment No. 3 to the Registrant's Registration Statement on Form S-1 (Registration No. 333-4419) filed July 30, 1996).
3.2.	Second Amended and Restated Bylaws of the Registrant (incorporated by reference from the Registrant's Current Report on Form 8-K filed December 4, 2007).
4.1.	Specimen Stock Certificate (incorporated by reference from Amendment No. 3 to the Registrant's Registration Statement on Form S-1 (Registration No. 333-4419) filed July 30, 1996).
†10.1.	Employment Letter Agreement dated as of March 14, 2013 between the Registrant and Sharleen Ernster.*
†10.2.	Restricted Stock Unit Agreement dated as of April 8, 2014 between the Registrant and Paul Marciano.*
†10.3.	Performance Share Award Agreement dated as of April 8, 2014 between the Registrant and Paul Marciano.*
10.4.	2004 Equity Incentive Plan (Amended and Restated as of May 20, 2014) (incorporated by reference from Appendix A to the Registrant's Definitive Proxy Statement on Form 14A filed May 28, 2014).*
†31.1.	Certification of Chief Executive Officer and Vice Chairman of the Board pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
†31.2.	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
†32.1.	Certification of Chief Executive Officer and Vice Chairman of the Board pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
†32.2.	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
†101.INS	XBRL Instance Document
†101.SCH	XBRL Taxonomy Extension Schema Document
†101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
†101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
†101.LAB	XBRL Taxonomy Extension Label Linkbase Document
†101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

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\* Management Contract or Compensatory Plan

† Filed herewith

**SIGNATURES**

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

**Guess?, Inc.**

Date: June 6, 2014

By: /s/ PAUL MARCIANO

Paul Marciano

Chief Executive Officer and Vice Chairman of the Board

Date: June 6, 2014

By: /s/ SANDEEP REDDY

Sandeep Reddy

Chief Financial Officer

(Principal Financial Officer)



GUESS?, Inc.

March 14, 2013

Ms. Sharleen Ernster Lazear

Dear Sharleen:

I am very pleased to extend to you an offer of employment at GUESS?, Inc. as Chief Design Officer, in the Design Department. In this position you will be reporting directly to Paul Marciano, Chief Executive Officer. Your start date will be determined upon mutual agreement at a later date. This is a very exciting area of the company that offers many opportunities, and we feel you would be an excellent addition to the team.

The terms of your offer are as follows:

1. Base salary of \$675,000 per year with exempt status, paid in accordance with the Company's normal payroll practices.
2. You will be eligible for a signing bonus of \$137,500; if you voluntarily resign from GUESS?, Inc. prior to the completion of 24 months of service, you will be responsible to reimburse GUESS?, Inc. this signing bonus.
3. You will be eligible to participate in GUESS?, Inc.'s Executive Bonus Program, which currently bases awards on individual performance and objectives, department, and Company objectives. As a participant in this plan, your bonus opportunity may include both cash and long term equity incentives as a percentage of your base salary, with an annual target of 50% for cash bonus and 65% for the long term incentive equity component. With respect to the Company's fiscal year ending February 1, 2014, the Company will pay you a guaranteed cash bonus at the target rate of 50% of your starting base salary, \$168,750 will be paid on April 14, 2014, and \$168,750 will be paid on August 14, 2014, provided that you remain continuously employed with the Company through each such payment date.
4. In addition to the compensation set forth above and subject to approval by the GUESS?, Inc. Compensation Committee at its next regularly scheduled meeting, you will be granted the following equity compensation pursuant to the GUESS?, Inc. Equity Incentive Plan:
  - (a) Non-qualified options to purchase 30,000 shares of the Common Stock of GUESS?, Inc. with an exercise price equal to the closing price of the Common Stock on the grant date. Such stock options will vest during your employment over a four-year period as follows: one-fourth of your options will vest on each anniversary of the date of grant until fully vested.

- (b) Restricted stock in the amount of 20,000 shares of Common Stock subject to your signing of a restricted stock agreement with standard terms and conditions for restricted stock awards as determined by the Compensation Committee. Among other conditions, you will be required to pay the par value of one cent (\$.01) per share of your restricted stock on the date of grant. Your restricted stock will vest over a four-year period as follows: one-fourth of your shares will vest on each anniversary of the date of grant until fully vested.
5. Medical, dental, life, vacation and disability benefits commensurate in accordance with your position at GUESS?, Inc. You will accrue vacation benefits at the rate of four weeks per year. You will be eligible to participate in the GUESS?, Inc. 401k Savings Plan following the completion of your first 90 days of service. In addition, you will be eligible to participate in the GUESS?, Inc. Deferred Compensation Plan. You will be provided with a summary and details of these benefits when you begin employment with the Company. In order to help cover the costs of health insurance for your partner, Guess will provide you a health insurance allowance of \$20,000 per year, payable bi-weekly in accordance with the Company's normal payroll practices.
6. Relocation expenses incurred during the move from New York City to Los Angeles, including temporary housing, will be provided by GUESS?, Inc. Please note that these expenses are considered income for IRS purposes, and you will be taxed on this amount, including applicable payroll taxes. Your relocation will be coordinated through GUESS?, Inc. and Professional Relocation & Consulting Services. If you voluntarily resign from GUESS?, Inc. within two years of your hire date, you will be responsible to reimburse GUESS?, Inc. for all relocation expenses. After your first year of service, these expenses will be pro-rated per year (see attached schedule A). The expenses will include:
- a) Movement of your household goods from New York City to Los Angeles.
  - b) Temporary corporate housing for up to (120) one hundred and twenty days.
  - c) Temporary storage of your household goods for up to (120) one hundred and twenty days.
  - d) Home sale assistance of up to six percent (6%) of substantiated home selling fees and costs.
  - e) Four round-trip business class airfare tickets for house hunting purposes from New York City to Los Angeles.
  - f) Four, one one-way business class airfare ticket for your final relocation to Los Angeles.
7. If GUESS?, Inc., should terminate your employment at any time during your first two (2) years of employment for any reason, other than for cause, you shall be entitled (subject to the execution of the Company's standard Settlement and Release Agreement) to payments in the amount of twelve (12) months base salary (at the rate of the date of termination), paid in accordance with the Company's normal payroll practices. If you begin full-time employment, part-time employment or consulting engagements prior to the end of such four month period following your termination,
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which includes compensation in an amount equal or greater than your compensation at GUESS?, Inc., any payments due to you under this paragraph shall be discontinued. If you accept and begin employment prior to the end of the twelve (12) month period at a salary lower than your base salary at GUESS?, Inc., GUESS?, Inc., will pay you the difference in compensation for this period.

In order to help you to avoid incurring any tax penalties under Section 409A of the Internal Revenue Code in connection with the severance provisions set forth herein, the following provisions shall apply:

- a) If your employment is terminated in circumstances that would trigger the above severance benefit, Guess?, Inc. will provide you the form of Settlement and Release Agreement not later than seven (7) days after the date your employment is terminated;
  - b) You will have 21 days within which to consider, execute and return the Settlement and Release Agreement to Guess?, Inc. (unless a longer period of time for you to consider the Settlement and Release Agreement is required under applicable law);
  - c) If you do not timely provide Guess?, Inc. with the executed Settlement and Release Agreement, or if you revoke your Settlement and Release Agreement under any revocation right afforded by applicable law, Guess?, Inc. will have no obligation to pay you the severance benefit; and
  - d) If you timely provide Guess?, Inc. with your executed Settlement and Release Agreement, and you do not revoke your Settlement and Release Agreement, your severance benefit will be paid as follows: (i) the first installment of your severance benefit will be paid to you on (or within 10 days following) the 60<sup>th</sup> day following the termination of your employment with Guess?, Inc., and will include any severance that would have been paid to you during that 60-day period had your salary continued during that period, and (ii) the remaining portion of your severance benefit will be paid in equal installments on regularly scheduled paydays in accordance with the Company's normal payroll practices during the remainder of your severance period. Severance payments will be subject to applicable tax withholding.
8. Given the important nature of your position, the Company requests that, to the extent practicable, you please provide 90 days advance notice in the event you elect to terminate your employment with the Company. Nothing in the foregoing is intended to in any way alter the at will nature of your employment.

In this position, it may be necessary for you to travel internationally. We require that you possess a valid passport, that must be on file with the GUESS?, Inc. Travel Department. It is your responsibility to ensure that your passport is valid at all times.

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In accordance with government regulation, all new employees must present documentation confirming your eligibility to work. On your first day of employment, please bring in original documents to establish both identification and employment eligibility from the attached list of acceptable documents (Form I-9). If you are unable to present these documents, we are not permitted to employ you.

Please indicate your acceptance of this offer by signing at the end of this letter and faxing it to me at (213) 744-7832.

We look forward to your joining us at GUESS?, Inc., and a prosperous future together. Please feel free to contact me if you have any questions.

Sincerely,

/s/ CHET KUCHINAD

Chet Kuchinad, Chief People Officer  
GUESS?, Inc.

AGREED & ACCEPTED

/s/ SHARLEEN LAZEAR

3/15/13

Sharleen Lazear

Date

**RESTRICTED STOCK UNIT AGREEMENT**

This **RESTRICTED STOCK UNIT AGREEMENT** (this "Agreement"), dated as of April 8, 2014 (the "Date of Grant"), is entered into by and between GUESS?, INC., a Delaware corporation (the "Company"), and Paul Marciano (the "Grantee").

**RECITALS**

**WHEREAS**, the Company maintains the Guess?, Inc. 2004 Equity Incentive Plan (as Amended and Restated as of April 15, 2011) (the "Plan").

**WHEREAS**, the Compensation Committee of the Company's Board of Directors (the "Committee") has determined to grant a restricted stock unit award (this "Award") to the Grantee under the Plan in order to increase Grantee's participation in the success of the Company;

**NOW, THEREFORE**, the parties hereto agree as follows:

1. **Definitions; Incorporation of Plan Terms.** Capitalized terms used herein without definition shall have the meanings assigned to them in the Plan, except where a capitalized term is defined in the Executive Employment Agreement between the Company and the Grantee, effective February 3, 2013 (the "Employment Agreement"), and this Agreement indicates the definition used in the Employment Agreement shall apply for purposes of this Agreement as well. This Award and all rights of the Grantee under this Agreement are subject to, and the Grantee agrees to be bound by, all of the terms and conditions of the Plan, incorporated herein by this reference. Except as specifically provided in this Agreement, in the event of any conflict or inconsistency between the Plan and this Agreement, the Plan shall govern.
  2. **Grant of Restricted Stock Units.** The Company hereby grants to the Grantee as of the Date of Grant (set forth above) a right to receive 100,000 shares of the Company's common stock subject to the terms, conditions, and restrictions set forth herein (the "Restricted Stock Units"). As used herein, the term "Restricted Stock Unit" shall mean a non-voting unit of measurement which is deemed for bookkeeping purposes to be equivalent to one outstanding share of the Company's common stock, par value \$0.01 per share (the "Common Stock") solely for purposes of the Plan and this Agreement. The Restricted Stock Units shall be used solely as a device for the determination of the number of shares of Common Stock to eventually be delivered to the Grantee if such Restricted Stock Units vest pursuant to this Agreement. The Restricted Stock Units shall not be treated as property or as a trust fund of any kind. The Grantee shall have no rights as a stockholder of the Company, no dividend rights (except as expressly provided in Section 4 with respect to Dividend Equivalent Rights) and no voting rights with respect to the Restricted Stock Units and any shares of Common Stock underlying or issuable in respect of such Restricted Stock Units ("Award Shares") until such shares of Common Stock are actually issued to and held of record by the Grantee.
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3. Vesting.

- A. Subject to the performance condition set forth in Section 3(B) below and except as otherwise expressly provided in Sections 7 and 8 herein, this Award shall vest as to (i) 33,333 Restricted Stock Units on January 30, 2015 (the “First Tranche”), (ii) 33,333 Restricted Stock Units on January 30, 2016 (the “Second Tranche”); and (iii) 33,334 Restricted Stock Units on January 30, 2017 (the “Third Tranche”); provided that Grantee has been continuously in Service with the Company from the Date of Grant through each applicable vesting date. Except as specifically provided herein, employment or service for only a portion of the vesting period, even if a substantial portion, will not entitle the Grantee to any proportionate vesting. As used herein, the term “Service” means employment by the Company or service to the Company as a member of the Board.
- B. No portion of this Award shall vest notwithstanding satisfaction of the continued Service requirement for vesting described in Section 3(A) above unless the Committee certifies, following the end of the Company’s 2015 fiscal year, that the Company achieved Licensing Segment Earnings from Operations (as defined below) for the Company’s 2015 fiscal year (the “Performance Period”) equal to or above the level established by the Committee with respect to the Award in connection with the grant of the Award; provided, however, that if either a Change in Control (as defined in the Employment Agreement) or the death or Disability (as defined in the Employment Agreement) of the Grantee occurs before the last day of the Performance Period, the performance requirement of this Section 3(B) shall be deemed met as of the date of such event. If such performance requirement is not met (and no such Change in Control, death or Disability (as defined in the Employment Agreement) occurs before the last day of the Performance Period), this Award and the Restricted Stock Units subject hereto shall terminate and be cancelled as of the last day of the Performance Period.
- C. For purposes of this Award, “Licensing Segment Earnings from Operations” means: the Company’s earnings from operations derived from the Company’s Licensing Segment for the Performance Period as calculated in accordance with generally accepted accounting principles (“GAAP”), but adjusted to exclude the financial statement impact of any new changes in accounting standards announced during the Performance Period that are required to be applied during the Performance Period in accordance with GAAP.
4. Dividend Equivalents. If a cash dividend is paid with respect to the Common Stock while any Restricted Stock Units subject to the Award are outstanding, the Grantee shall be credited with an amount in cash equal to the dividends the Grantee would have received if he had been the owner of the shares of Common Stock subject to such outstanding Restricted Stock Units; provided, however, that no amount shall be credited with respect to shares that have been delivered to the Grantee as of the applicable dividend record date. Any amounts credited under this Section 4 (“Dividend Equivalents”) shall be subject to the same terms and conditions as the Restricted Stock Units to which they relate and shall vest and be paid (or, if applicable, be forfeited) at the same time as the Restricted Stock Units to which they relate.

5. Delivery of Shares. Except as otherwise provided in Section 8 below with respect to a Change in Control, the Company shall deliver or cause to be delivered to the Grantee the number of Award Shares subject to the First Tranche that vest pursuant to the terms hereof within ten days following certification by the Committee of the satisfaction of the performance criteria set forth in Section 3(B) (and in no event later than 74 days following the end of the Performance Period), the number of Award Shares subject to the Second Tranche that vest pursuant to the terms hereof on (or within three business days following) January 30, 2016 and the number of Award Shares subject to the Third Tranche that vest pursuant to the terms hereof on (or within three business days following) January 30, 2017. Any Dividend Equivalents described in Section 4 above related to such Award Shares shall be paid in cash at the same time as the delivery of the Award Shares under this Section 5. Notwithstanding the foregoing: (a) in the event of the Grantee's death or Disability (as such term is defined for purposes of Section 409A of the Code), then such shares shall be settled as soon as administratively practicable after (and in all events within 90 days after) such event; and (b) in the event of the Grantee's "separation from service" (as such term is defined for purposes of Code Section 409A) upon or within two years following a Section 409A Change in Control (as such term is defined in Section 8(A)), then such shares shall be settled as soon as administratively possible after (and in all events within ten days after) such event (subject to Section 10(C)).
6. Adjustments Upon Specified Events. Upon the occurrence of certain events relating to the Company's Common Stock contemplated by Section 16(b) of the Plan, the Committee will make adjustments, if appropriate, in the number of Restricted Stock Units and the number and kind of securities subject to the Award.
7. Effect of Certain Cessations of Service. The continued Service vesting requirement set forth under Section 3(A) of this Award shall be deemed to be satisfied, and any then-outstanding Restricted Stock Units shall be deemed vested, in the event that (a) the Grantee's employment is terminated by the Company without "Cause" (as defined in the Employment Agreement), (b) the Grantee's employment is terminated by the Grantee for "Good Reason" (as defined in the Employment Agreement) or (c) in the event of the Grantee's Disability (as defined in the Employment Agreement) or death while in Service. For purposes of clarity, any Restricted Stock Units that vest pursuant to the preceding sentence shall still be paid at the applicable time set forth in Section 5. If the Grantee's Service terminates for any other reason, or the Grantee fails to satisfy the Release requirement referred to above in connection with a termination of employment referred to above to which such Release requirement applies, this Award and the Restricted Stock Units subject hereto, to the extent outstanding and unvested as of the date of such termination of Service, shall terminate and be cancelled as of the date of such termination of Service. Sections 14(a) and 14(b) of the Plan shall not apply to the Award.
8. Change in Control. Notwithstanding anything to the contrary in Section 3, Section 5 or Section 7 of this Agreement or any provision of the Plan, the following provisions shall apply upon a Change in Control (as defined in the Employment Agreement):
  - A. If a Change in Control occurs and the then-outstanding and unvested portion of this Award is not continued following such event or assumed or converted into

restricted stock units of any successor entity to the Company or a parent thereof (the “Successor Entity”), the continued Service vesting requirement set forth under Section 3(A) of this Award shall be deemed to be satisfied, the outstanding Restricted Stock Units subject to such portion shall be deemed vested, and such Restricted Stock Units shall be settled at the time(s) otherwise provided in Section 5; provided that if such Change in Control constitutes a “change in the ownership or effective control” of the Company, or a change “in the ownership of a substantial portion of the assets” of the Company within the meaning of Section 409A of the Code (a “Section 409A Change in Control”), outstanding and vested Restricted Stock Units (including any that vest pursuant to the foregoing provisions of this sentence) and related Dividend Equivalents shall be settled upon or as soon as practicable after the date of such Change in Control to the extent such acceleration of payment can be made in accordance with Treas. Reg. §1.409A-3(j)(4)(ix) (or other exemption from the general prohibitions on accelerations of payments under Section 409A of the Code) and not result in any tax, penalty or interest under Section 409A of the Code. In connection with any such Change in Control where payment of outstanding Restricted Stock Units subject to the Award will not be made in connection with the Change in Control, the Committee may make provision for such Restricted Stock Units to become payable in cash based on the Fair Market Value of a share of Common Stock at the time of such Change in Control (with interest for the period from the date of such Change in Control to the applicable payment date at such rate as determined by the Committee based on the interest earned by interest bearing, FDIC insured deposits) as opposed to being payable in securities.

- B. If the then-outstanding and unvested portion of this Award is continued following such event or is assumed or converted into restricted stock units of any Successor Entity, the continued Service requirement set forth in Section 3(A) above (and the accelerated vesting provisions set forth in Section 7 above) shall continue to apply following such Change in Control, and any portion of the Award that vests pursuant to such provisions shall be settled as provided in Section 5 of this Agreement.

Section 17 of the Plan shall not apply with respect to the Award.

- 9. Restrictions on Transfer. The Grantee may not sell, assign, transfer, pledge, encumber or otherwise alienate, hypothecate or dispose of this Award or the Grantee’s right hereunder to receive Award Shares, except as otherwise provided in the Committee’s sole discretion consistent with the Plan and applicable securities laws.
- 10. Taxes.
  - A. The settlement of this Award is conditioned on the Grantee making arrangements reasonably satisfactory to the Company for the withholding of all applicable federal, state, local or foreign taxes as may be required under applicable law.
  - B. It is intended that any amounts payable under this Agreement shall either be exempt from or comply with Section 409A of the Code (including the Treasury regulations and other published guidance relating thereto) (“Code Section 409A”) so as not to subject the Grantee to payment of any additional tax, penalty or

interest imposed under Code Section 409A. The provisions of this Agreement shall be construed and interpreted to avoid the imputation of any such additional tax, penalty or interest under Code Section 409A yet preserve (to the nearest extent reasonably possible) the intended benefit payable to the Grantee.

- C. If the Grantee is a “specified employee” within the meaning of Treasury Regulation Section 1.409A-1(i) as of the date of the Grantee’s “separation from service” (as such term is defined for purposes of Code Section 409A), the Grantee shall not be entitled to any payment or benefit pursuant to this Award until the earlier of (i) the date which is six (6) months after the Grantee’s separation from service for any reason other than death, or (ii) the date of the Grantee’s death. The provisions of this Section 10(C) shall only apply if, and to the extent, required to avoid the imputation of any tax, penalty or interest pursuant to Code Section 409A. Any amounts otherwise payable to the Grantee upon or in the six (6) month period following the Grantee’s separation from service that are not so paid by reason of this Section 10(C) shall be paid (without interest, except as otherwise provided for in Section 8(A)) as soon as practicable (and in all events within thirty (30) days) after the date that is six (6) months after the Grantee’s separation from service (or, if earlier, as soon as practicable, and in all events within thirty (30) days, after the date of the Grantee’s death). For avoidance of doubt, Dividend Equivalents under Section 4 shall continue to be credited during the period of such six-month delay until the vested Restricted Stock Units are actually settled.
  - D. It is intended that this Award qualify as “performance-based compensation” for purposes of Section 162(m) of the Code and the provisions of this Agreement shall be construed and interpreted consistent with that intent.
- 11. Compliance. The Grantee hereby agrees to cooperate with the Company, regardless of Grantee’s employment status with the Company, to the extent necessary for the Company to comply with applicable state and federal laws and regulations relating to the Restricted Stock Units.
  - 12. Notices. Any notice required or permitted under this Agreement shall be deemed given when personally delivered, or when deposited in a United States Post Office, postage prepaid, addressed, as appropriate, to the Grantee either at the address on record with the Company or such other address as may be designated by Grantee in writing to the Company; or to the Company, Attention: Stock Plan Administration, 1444 South Alameda Street, Los Angeles, California 90021, or such other address as the Company may designate in writing to the Grantee.
  - 13. Failure to Enforce Not a Waiver. The failure of the Company or the Grantee to enforce at any time any provision of this Agreement shall in no way be construed to be a waiver of such provision or of any other provision hereof.
  - 14. Governing Law. This Agreement shall be governed by and construed according to the laws of the State of Delaware, without regard to Delaware or other laws that might cause other law to govern under applicable principles of conflicts of law. For purposes of litigating any dispute that arises under this Agreement, the parties hereby submit to and consent to the jurisdiction of the State of California, and agree that such litigation shall be

conducted in the courts of Los Angeles County, or the federal courts for the United States for the Central District of California, and no other courts, where this Agreement is made and/or to be performed.

15. Electronic Delivery. The Company may, in its sole discretion, decide to deliver any documents related to the Restricted Stock Units awarded under the Plan or future restricted stock or restricted stock units that may be awarded under the Plan by electronic means or request Grantee's consent to participate in the Plan by electronic means. Grantee hereby consents to receive such documents by electronic delivery and agrees to participate in the Plan through an on-line or electronic system established and maintained by the Company or another third party designated by the Company.
16. Severability. The provisions of this Agreement are severable and if any one or more provisions are determined to be illegal or otherwise unenforceable, in whole or in part, the remaining provisions shall nevertheless be binding and enforceable.
17. Amendments. This Agreement may be amended or modified at any time by an instrument in writing signed by both parties.
18. Agreement Not a Contract of Employment. Neither the grant of the Restricted Stock Units, this Agreement nor any other action taken in connection herewith shall constitute or be evidence of any agreement or understanding, express or implied, that the Grantee is an employee of the Company or any subsidiary of the Company.
19. Committee's Powers. No provision contained in this Agreement shall in any way terminate, modify or alter, or be construed or interpreted as terminating, modifying or altering any of the powers, rights or authority vested in the Committee or, to the extent delegated, in its delegate pursuant to the terms of the Plan or resolutions adopted in furtherance of the Plan, including, without limitation, the right to make certain determinations and elections with respect to the Restricted Stock Units.
20. Termination of this Agreement. Upon termination of this Agreement, all rights of the Grantee hereunder shall cease.
21. Clawback Policy. This Award is subject to the terms of the Company's recoupment, clawback or similar policy as it may be in effect from time to time, as well as any similar provisions of applicable law, any of which could in certain circumstances require repayment or forfeiture of the Award or any shares of Common Stock or other cash or property received with respect to the Award (including any value received from a disposition of the shares acquired in respect of the Award).

**IN WITNESS WHEREOF**, the Company has caused this Agreement to be executed on its behalf by a duly authorized officer and the Grantee has hereunto set his or her hand as of the date and year first above written.

**GUESS?, INC.,  
a Delaware corporation**

By: /s/ JASON T. MILLER

Print Name: Jason T. Miller

Its: Secretary

**GRANTEE**

/s/ PAUL MARCIANO

*Signature*

Paul Marciano

*Print Name*

*Employee ID*

**PERFORMANCE SHARE AWARD AGREEMENT**

This **PERFORMANCE SHARE AWARD AGREEMENT** (this “Agreement”), dated as of April 8, 2014 (the “Date of Grant”), is entered into by and between GUESS?, INC., a Delaware corporation (the “Company”), and Paul Marciano (the “Grantee”).

**RECITALS**

**WHEREAS**, the Company maintains the Guess?, Inc. 2004 Equity Incentive Plan (as Amended and Restated as of April 15, 2011) (the “Plan”).

**WHEREAS**, the Compensation Committee of the Company’s Board of Directors (the “Committee”) has determined to grant performance-based restricted stock units (this “Award”) to the Grantee under the Plan in order to increase Grantee’s participation in the success of the Company;

**NOW, THEREFORE**, the parties hereto agree as follows:

1. **Definitions; Incorporation of Plan Terms.** Capitalized terms used herein without definition shall have the meanings assigned to them in the Plan, except where a capitalized term is defined in the Executive Employment Agreement between the Company and the Grantee, effective February 3, 2013 (the “Employment Agreement”), and this Agreement indicates the definition used in the Employment Agreement shall apply for purposes of this Agreement as well. This Award and all rights of the Grantee under this Agreement are subject to, and the Grantee agrees to be bound by, all of the terms and conditions of the Plan, incorporated herein by this reference. Except as specifically provided in this Agreement, in the event of any conflict or inconsistency between the Plan and this Agreement, the Plan shall govern.
  2. **Grant of Restricted Stock Units.** The Company hereby grants to the Grantee as of the Date of Grant (set forth above) a right to receive a “target” of **159,700** shares of the Company’s common stock subject to the terms, conditions, and restrictions set forth herein (the “Restricted Stock Units,” and such number of Restricted Stock Units, the “Target Number of Restricted Stock Units”). As used herein, the term “Restricted Stock Unit” shall mean a non-voting unit of measurement which is deemed for bookkeeping purposes to be equivalent to one outstanding share of the Company’s common stock, par value \$0.01 per share (the “Common Stock”), solely for purposes of the Plan and this Agreement. The Restricted Stock Units shall be used solely as a device for the determination of the number of shares of Common Stock to eventually be delivered to the Grantee if such Restricted Stock Units vest pursuant to this Agreement. The Restricted Stock Units shall not be treated as property or as a trust fund of any kind. The Grantee shall have no rights as a stockholder of the Company, no dividend rights (except as expressly provided in Section 4 with respect to Dividend Equivalent rights) and no voting rights with respect to the Restricted Stock Units and any shares of Common Stock underlying or issuable in respect of such Restricted Stock Units (“Award Shares”) until such shares of Common Stock are actually issued to and held of record by the Grantee.
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3. Vesting.

- A. The Grantee shall be credited with a number of Restricted Stock Units equal to the Target Number of Restricted Stock Units multiplied by a “Vesting Percentage” determined based on the Company’s Earnings from Operations (as defined below) for its 2015 fiscal year (the “Performance Period”) in accordance with the following table:

<u>Earnings from Operations for Performance Period</u>	<u>Vesting Percentage</u>
Below Threshold	0%
Threshold	50%
Target	100%
Stretch or Above	150%

If the Company’s actual level of Earnings from Operations for the Performance Period is between the “Threshold” and “Target” performance levels or between the “Target” and “Stretch” performance levels, the Vesting Percentage will be determined by linear interpolation between the Vesting Percentages for those two levels. In no event will the Vesting Percentage be greater than one hundred fifty percent (150%). The number of Restricted Stock Units credited to the Grantee pursuant to this Section 3(A), as certified by the Committee based on the satisfaction of the performance criteria above, is referred to herein as the “Credited Restricted Stock Units.” Notwithstanding the foregoing provisions, if either a Change in Control (as defined in the Employment Agreement) or the death or Disability (as such term is defined in the Employment Agreement) of the Grantee occurs before the last day of the Performance Period and while the Grantee is in Service with the Company, the number of Credited Restricted Stock Units for purposes of the Award shall be equal to the Target Number of Restricted Stock Units. Restricted Stock Units that are not Credited Restricted Stock Units, after giving effect to the foregoing provisions, as of the last day of the Performance Period (or, if earlier, the date of such a Change in Control or death or Disability (as such term is defined for purposes of the Employment Agreement) of the Grantee) shall immediately terminate and be cancelled. As used herein, the term “Service” means employment by the Company or service to the Company as a member of the Board.

- B. The “Threshold,” “Target” and “Stretch” levels of Earnings from Operations to be used to determine the Vesting Percentage under Section 3(A) will be established by the Committee in connection with the grant of the Award.
- C. For purposes of this Award, “Earnings from Operations” means: the Company’s earnings from operations for the Performance Period as calculated in accordance with generally accepted accounting principles (“GAAP”), but adjusted (without duplication) to exclude the financial statement impact of the following items:

- i. any charges or accruals incurred for the Performance Period for litigation matters, but only where such charges or accruals for any particular matter exceed \$500,000 for the Performance Period;
- ii. restructuring charges incurred for the Performance Period related to employee severance related costs, store closure related costs and other real estate closure related costs;
- iii. any new changes in accounting standards announced during the Performance Period that are required to be applied during the Performance Period in accordance with GAAP, and
- iv. acquisitions and costs associated with such acquisitions and the costs incurred in connection with potential acquisitions that are required to be expensed under GAAP.

The Committee's determination of whether an adjustment is required (and the extent of any such adjustment) shall be final and binding.

- D. Except as otherwise expressly provided in Sections 7 and 8 herein, the Credited Restricted Stock Units shall vest on the second (2<sup>nd</sup>) anniversary of the last day of the Performance Period (the "Vesting Date"); provided that the Grantee has been continuously in Service with the Company from the Date of Grant through the Vesting Date. Except as specifically provided herein, Service for only a portion of the vesting period, even if a substantial portion, will not entitle the Grantee to any proportionate vesting.
4. Dividend Equivalents. If a cash dividend is paid with respect to the Common Stock after the end of the Performance Period (or, if earlier, following the occurrence of a Change in Control), and while any Restricted Stock Units subject to the Award are outstanding, the Grantee shall be credited with an amount in cash equal to the dividends the Grantee would have received if he had been the owner of the shares of Common Stock subject to such outstanding Credited Restricted Stock Units; provided, however, that no amount shall be credited with respect to shares that have been delivered to the Grantee as of the applicable dividend record date. Any amounts credited under this Section 4 ("Dividend Equivalents") shall be subject to the same terms and conditions as the Credited Restricted Stock Units to which they relate and shall vest and be paid (or, if applicable, be forfeited) at the same time as the Credited Restricted Stock Units to which they relate.
  5. Delivery of Shares. Except as otherwise provided in Section 8 below with respect to a Change in Control, the Company shall deliver or cause to be delivered to the Grantee the number of Award Shares subject to any Restricted Stock Units that vest pursuant to the terms hereof on (or within three business days following) the Vesting Date. Any Dividend Equivalents described in Section 4 above related to such Award Shares shall be paid in cash at the same time as the delivery of the Award Shares under this Section 5. Notwithstanding the foregoing: (a) in the event of the Grantee's death or Disability (as such term is defined for purposes of Section 409A of the Code), then such shares shall be settled as soon as administratively practicable after (and in all events within 90 days after) such event; and (b) in the event of the Grantee's "separation from service" (as such term is defined for purposes of Code Section 409A) upon or within two years following a
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Section 409A Change in Control (as such term is defined in Section 8(A)), then such shares shall be settled as soon as administratively possible after (and in all events within ten days after) such event (subject to Section 10(C)).

6. Adjustments Upon Specified Events. Upon the occurrence of certain events relating to the Company's Common Stock contemplated by Section 16(b) of the Plan, the Committee will make adjustments, if appropriate, in the number of Restricted Stock Units and the number and kind of securities subject to the Award.
7. Effect of Certain Cessations of Service.
  - A. If, at any time prior to the Vesting Date, the Grantee's employment is terminated by the Company without "Cause" (as defined in the Employment Agreement) or by the Grantee for "Good Reason" (as defined in the Employment Agreement) and a Change in Control has not previously occurred, the Award will vest as of the date of such termination of the Grantee's employment (or, if later, the last day of the Performance Period) with respect to a number of Restricted Stock Units equal to (i) the Credited Restricted Stock Units as determined under Section 3, multiplied by (ii) a fraction, the numerator of which is the number of days of the Grantee's employment between the first day of the Performance Period and the date of such termination of the Grantee's employment, and the denominator of which is the total number of days between the first day of the Performance Period and the Vesting Date.
  - B. If, at any time prior to the Vesting Date, the Grantee's death or Disability (as such term is defined in the Employment Agreement) occurs while the Grantee is in Service with the Company, the Award will vest as of the date of such event with respect to the number of Credited Restricted Stock Units as determined under Section 3.
  - C. If the Grantee's Service terminates for any other reason, this Award and the Restricted Stock Units subject hereto, to the extent outstanding and unvested as of the date of such termination of Service, shall terminate and be cancelled as of the date of such termination of Service. Sections 14(a) and 14(b) of the Plan shall not apply to the Award.
  - D. For purposes of clarity, any Restricted Stock Units that vest pursuant to this Section 7 (and any Dividend Equivalents related thereto) shall still be paid at the applicable time set forth in Section 5.
8. Change in Control. Notwithstanding anything to the contrary in Section 3, Section 5 or Section 7 of this Agreement or any provision of the Plan, the following provisions shall apply upon a Change in Control (as defined in the Employment Agreement):
  - A. If a Change in Control occurs and this Award (to the extent outstanding) is not continued following such event or assumed or converted into restricted stock units of any successor entity to the Company or a parent thereof (the "Successor Entity"), the Award will vest as of the date of such Change in Control with respect to the number of Credited Restricted Stock Units as determined under Section 3 (or, if the Change in Control occurs before the end of the Performance Period, the Target Number of Restricted Stock Units), and such Restricted Stock

Units (and any related Dividend Equivalents) shall be paid at the time(s) otherwise provided in Section 5; provided that if such Change in Control constitutes a “change in the ownership or effective control” of the Company, or a change “in the ownership of a substantial portion of the assets” of the Company within the meaning of Section 409A of the Code (a “Section 409A Change in Control”), the outstanding vested Restricted Stock Units subject to the Award and any related Dividend Equivalents shall be paid upon or as soon as practicable after the date of such Change in Control to the extent such acceleration of payment can be made in accordance with Treas. Reg. §1.409A-3(j)(4)(ix) (or other exemption from the general prohibitions on accelerations of payments under Section 409A of the Code) and not result in any tax, penalty or interest under Section 409A of the Code. In connection with any such Change in Control where payment of such Restricted Stock Units subject to the Award will not be made in connection with the Change in Control, the Committee may make provision for such Restricted Stock Units to become payable in cash based on the Fair Market Value of a share of Common Stock at the time of such Change in Control (with interest for the period from the date of such Change in Control to the applicable payment date at such rate as determined by the Committee based on the interest earned by interest bearing, FDIC insured deposits) as opposed to being payable in securities. The foregoing provisions do not supersede Section 7(C) to the extent the Grantee’s Service to the Company terminates and such provision is triggered prior to a Change in Control.

- B. If the Award (to the extent then outstanding) is continued following a Change in Control or is assumed or converted into restricted stock units of any Successor Entity, the continued Service requirement set forth in Section 3(D) above (and the accelerated vesting provisions set forth in Section 7(A) and 7(B) above) shall continue to apply following such Change in Control; provided, however, that if a termination of the Grantee’s Service described in Section 7(A) above occurs after a Change in Control and prior to the Vesting Date, the Award will vest as of the date of such termination of the Grantee’s Service with respect to the number of Credited Restricted Stock Units as determined under Section 3 (or, if such termination occurs before the last day of the Performance Period, the Target Number of Restricted Stock Units). Any Restricted Stock Units (and any related Dividend Equivalents) that vest pursuant to this Section 8(B) shall be paid at the time(s) otherwise provided in Section 5.

Section 17 of the Plan shall not apply with respect to the Award.

- 9. Restrictions on Transfer. The Grantee may not sell, assign, transfer, pledge, encumber or otherwise alienate, hypothecate or dispose of this Award or the Grantee’s right hereunder to receive Award Shares, except as otherwise provided in the Committee’s sole discretion consistent with the Plan and applicable securities laws.
- 10. Taxes.
  - A. The settlement of this Award is conditioned on the Grantee making arrangements reasonably satisfactory to the Company for the withholding of all applicable federal, state, local or foreign taxes as may be required under applicable law.

- B. It is intended that any amounts payable under this Agreement shall either be exempt from or comply with Section 409A of the Code (including the Treasury regulations and other published guidance relating thereto) (“Code Section 409A”) so as not to subject the Grantee to payment of any additional tax, penalty or interest imposed under Code Section 409A. The provisions of this Agreement shall be construed and interpreted to avoid the imputation of any such additional tax, penalty or interest under Code Section 409A yet preserve (to the nearest extent reasonably possible) the intended benefit payable to the Grantee.
  - C. If the Grantee is a “specified employee” within the meaning of Treasury Regulation Section 1.409A-1(i) as of the date of the Grantee’s “separation from service” (as such term is defined for purposes of Code Section 409A), the Grantee shall not be entitled to any payment or benefit pursuant to this Award until the earlier of (i) the date which is six (6) months after the Grantee’s separation from service for any reason other than death, or (ii) the date of the Grantee’s death. The provisions of this Section 10(C) shall only apply if, and to the extent, required to avoid the imputation of any tax, penalty or interest pursuant to Code Section 409A. Any amounts otherwise payable to the Grantee upon or in the six (6) month period following the Grantee’s separation from service that are not so paid by reason of this Section 10(C) shall be paid (without interest) as soon as practicable (and in all events within thirty (30) days) after the date that is six (6) months after the Grantee’s separation from service (or, if earlier, as soon as practicable, and in all events within thirty (30) days, after the date of the Grantee’s death).
  - D. It is intended that this Award qualify as “performance-based compensation” for purposes of Section 162(m) of the Code and the provisions of this Agreement shall be construed and interpreted consistent with that intent.
- 11. Compliance. The Grantee hereby agrees to cooperate with the Company, regardless of Grantee’s employment status with the Company, to the extent necessary for the Company to comply with applicable state and federal laws and regulations relating to the Restricted Stock Units.
  - 12. Notices. Any notice required or permitted under this Agreement shall be deemed given when personally delivered, or when deposited in a United States Post Office, postage prepaid, addressed, as appropriate, to the Grantee either at the address on record with the Company or such other address as may be designated by Grantee in writing to the Company; or to the Company, Attention: Stock Plan Administration, 1444 South Alameda Street, Los Angeles, California 90021, or such other address as the Company may designate in writing to the Grantee.
  - 13. Failure to Enforce Not a Waiver. The failure of the Company or the Grantee to enforce at any time any provision of this Agreement shall in no way be construed to be a waiver of such provision or of any other provision hereof.
  - 14. Governing Law. This Agreement shall be governed by and construed according to the laws of the State of Delaware, without regard to Delaware or other laws that might cause other law to govern under applicable principles of conflicts of law. For purposes of litigating any dispute that arises under this Agreement, the parties hereby submit to and

consent to the jurisdiction of the State of California, and agree that such litigation shall be conducted in the courts of Los Angeles County, or the federal courts for the United States for the Central District of California, and no other courts, where this Agreement is made and/or to be performed.

15. Electronic Delivery. The Company may, in its sole discretion, decide to deliver any documents related to the Restricted Stock Units awarded under the Plan or future restricted stock or restricted stock units that may be awarded under the Plan by electronic means or request Grantee's consent to participate in the Plan by electronic means. Grantee hereby consents to receive such documents by electronic delivery and agrees to participate in the Plan through an on-line or electronic system established and maintained by the Company or another third party designated by the Company.
16. Severability. The provisions of this Agreement are severable and if any one or more provisions are determined to be illegal or otherwise unenforceable, in whole or in part, the remaining provisions shall nevertheless be binding and enforceable.
17. Amendments. This Agreement may be amended or modified at any time by an instrument in writing signed by both parties.
18. Agreement Not a Contract of Employment. Neither the grant of the Restricted Stock Units, this Agreement nor any other action taken in connection herewith shall constitute or be evidence of any agreement or understanding, express or implied, that the Grantee is an employee of the Company or any subsidiary of the Company.
19. Committee's Powers. No provision contained in this Agreement shall in any way terminate, modify or alter, or be construed or interpreted as terminating, modifying or altering any of the powers, rights or authority vested in the Committee or, to the extent delegated, in its delegate pursuant to the terms of the Plan or resolutions adopted in furtherance of the Plan, including, without limitation, the right to make certain determinations and elections with respect to the Restricted Stock Units.
20. Termination of this Agreement. Upon termination of this Agreement, all rights of the Grantee hereunder shall cease.
21. Clawback Policy. This Award is subject to the terms of the Company's recoupment, clawback or similar policy as it may be in effect from time to time, as well as any similar provisions of applicable law, any of which could in certain circumstances require repayment or forfeiture of the Award or any shares of Common Stock or other cash or property received with respect to the Award (including any value received from a disposition of the shares acquired in respect of the Award).

**IN WITNESS WHEREOF**, the Company has caused this Agreement to be executed on its behalf by a duly authorized officer and the Grantee has hereunto set his or her hand as of the date and year first above written.

**GUESS?, INC.,  
a Delaware corporation**

By: /s/ JASON T. MILLER

Print Name: Jason T. Miller

Its: Secretary

**GRANTEE**

/s/ PAUL MARCIANO

*Signature*

Paul Marciano

*Print Name*

*Employee ID*

I, Paul Marciano, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Guess?, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: June 6, 2014

By: /s/ PAUL MARCIANO

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Paul Marciano  
*Chief Executive Officer and  
Vice Chairman of the Board*

I, Sandeep Reddy, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Guess?, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: June 6, 2014

By: /s/ SANDEEP REDDY

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Sandeep Reddy  
*Chief Financial Officer*

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO SECTION 906  
OF THE SARBANES-OXLEY ACT OF 2002

I, Paul Marciano, Chief Executive Officer and Vice Chairman of the Board of Guess?, Inc. (the "Company"), do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

- the Quarterly Report on Form 10-Q of the Company for the period ended May 3, 2014, as filed with the Securities and Exchange Commission (the "Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: June 6, 2014

By: /s/ PAUL MARCIANO

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Paul Marciano  
*Chief Executive Officer and  
Vice Chairman of the Board*

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO SECTION 906  
OF THE SARBANES-OXLEY ACT OF 2002

I, Sandeep Reddy, Chief Financial Officer of Guess?, Inc. (the “Company”), do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

- the Quarterly Report on Form 10-Q of the Company for the period ended May 3, 2014, as filed with the Securities and Exchange Commission (the “Report”), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: June 6, 2014

By: /s/ SANDEEP REDDY

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Sandeep Reddy  
*Chief Financial Officer*

