Report of Organizational Actions Affecting Basis of Securities

See separate instructions.		►	See	sep	arat	te i	nstr	uctio	ons.
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Form **893**

(December 2017)

1	Issuer's name				2 Issuer's employer ide	entification number (EIN)
	ESS?, INC.					79695
3	Name of contact for addit	tional information	4 Telephone	No. of contact	5 Email address of conta	ct
Inv	estor Relations			213-765-5578	ir@guess.com	
6	Number and street (or P.C	D. box if mail is not	delivered to str	eet address) of contact	7 City, town, or post office, s	state, and ZIP code of contact
144	4 South Alameda Street				Los Angeles, CA 90021	
	Date of action		9 Classifi	cation and description	2037 mgeles, 0770021	
	il 14, 2023	44 0		BLE NOTES DUE 2024		
10	CUSIP number	11 Serial number(s	5)	12 Ticker symbol	13 Account number(s)	
	401617 AD7	N/A		ES		/Α
Pa					See back of form for additional of	· · · · · · · · · · · · · · · · · · ·
14	-				date against which shareholders' ow	nership is measured for
	the action ► <u>SEE ATT</u>	ACHED "APPEND	IX A" TO THIS	FORM 8937		
15 	Describe the quantitativ share or as a percentag				curity in the hands of a U.S. taxpayer	as an adjustment per
16	Describe the calculation valuation dates \blacktriangleright <u>SEE</u>	-			culation, such as the market values c	of securities and the
For	Paperwork Reduction A	ct Notice, see the	separate Instr	uctions.	Cat. No. 37752P	Form 8937 (12-2017)

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Part		Organizational Action (continu	ed)			
17 Li	ist the	applicable Internal Revenue Code sec	tion(s) and subsection(s) upon wl	nich the tax treatmer	it is based ▶	•
		ED "APPENDIX A" TO THIS FORM 8				
18 Ca	an any	resulting loss be recognized? SE	E ATTACHED "APPENDIX A" TO	D THIS FORM 8937		
		any other information necessary to im		the reportable tax y	ear►	
SEE AT	ГТАСН	ED "APPENDIX A" TO THIS FORM 8	3937			
	1					
	Under belief	r penalties of perjury, I declare that I have , it is true, correct, and complete. Declaration	examined this return, including accor on of preparer (other than officer) is ba	npanying schedules an sed on all information o	d statements, of which prepa	and to the best of my knowledge and and to the best of my knowledge.
Sign		CocuSigned by:				, ,
Here	Signa	ture		Date ►	April	14, 2023
	Signa	3D223420419B4E5				
	Print	your name► DENNIS SECOR	Title ►			
Paid		Print/Type preparer's name	Preparer's signature	Date		Check if PTIN
Prepa						self-employed
Use C	Only	Firm's name				Firm's EIN ► Phone no.

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

Guess?, Inc. Form 8937 Appendix A

On March 29, 2023 (the "Record Date"), each shareholder of common stock of Guess?, Inc. ("GUESS") that was listed as a holder of record became entitled to a cash dividend with respect to its common stock. The cash dividend was paid to each shareholder of common stock of GUESS on April 14, 2023. On March 28, 2023 ("Ex-Dividend Date") the cash dividend resulted in an increase in the conversion rate of the Convertible Notes (as defined below) and a deemed distribution under section 301 of the Internal Revenue Code of 1986, as amended (the "Code") by reason of sections 305(b)(2) and 305(c) of the Code. Section 6045B of the Code and the underlying Treasury Regulations (the "Regulations") provide that effective January 1, 2016, if a corporation issues a cash dividend with respect to stock that results in a conversion rate adjustment on a convertible debt instrument that is treated as a deemed distribution under section 305(b)(2) and (c) of the Code, an information return (above, Form 8937) must be filed with the Internal Revenue Service (the "IRS") describing, among other things, the action and the action's quantitative effect. As an alternative to filing this information return with the IRS, an issuer may post the information return to its public website.

The information contained in the attached Form 8937 and this Appendix A thereto is intended to satisfy the requirements of public reporting under Section 6045B of the Code and Sections 1.6045B-l(a)(3) and (b)(4) of the Regulations by GUESS. The information contained in this notice is intended to provide only a general summary of certain U.S. federal income tax consequences of the conversion rate adjustment and is not intended to be a complete analysis or description of all potential U.S. federal income tax advisor to determine the particular federal, state, local, or foreign income, reporting or other tax consequences of the conversion rate adjustment to you.

Line 14-Description of Organizational Action	On the Record Date, each shareholder of common stock of GUESS that was listed as a holder of record became entitled to a cash dividend with respect to its common stock. Pursuant to Section 10.05(d) of the indenture, the conversion rate on the 2.00% Senior Convertible Notes due 2024 (the "Convertible Notes") was increased on the Ex- Dividend Date to take into account such cash dividend. Such adjustment to the conversion ratio is treated as a deemed distribution of property to the holders of the Convertible Notes to which section 301 of the Code applies by reason of sections 305(b)(2) and 305(c).
Line 15–Quantitative Effect of Organizational Action	Because there was a cash dividend declared and paid with respect to common stock and a corresponding increase in the conversion rate on the Convertible Notes, such increase in

	conversion rate of the Convertible Notes constitutes a deemed distribution of common stock to the holders of the Convertible Notes to which section 301 applies. GUESS expects that it will have sufficient current or accumulated earnings and profits to treat the deemed distribution of property to the holders of the Convertible Notes as a dividend for U.S. federal income tax purposes. The holders of the Convertible Notes are required to include the dividend in gross income for U.S. federal income tax purposes and increase the basis of the Convertible Notes by the fair market value of the deemed distribution. Therefore, as a result of the increase in the conversion ratio of the Convertible Note is required to include \$4.54 in gross income as a dividend per \$1,000 face amount of Convertible Notes by the same amount.
Line 16–Calculation of the Change in Basis	Sample Calculation: A holder of a Convertible Note has \$1,000 basis in a \$1,000 Convertible Note. A holder of a Convertible Note will increase its basis in such Convertible Note by \$4.54 as a result of the inclusion of the dividend in gross income for U.S. federal income tax purposes.
Line 17–Code Sections Upon Which Tax Treatment is Based	Sections 305(b)(2), 305(c), 301(c), 316 and 301(d) of the Code
Line 18-Recognition of any Resulting Loss	This is not a loss transaction.
Line 19–Reportable Tax Year	The reportable tax year is 2023 for taxpayer reporting taxable income on a calendar year basis.