

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant  Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material under §240.14a-12

GUESS?, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.  
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies: \_\_\_\_\_  
(2) Aggregate number of securities to which transaction applies: \_\_\_\_\_  
(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): \_\_\_\_\_  
(4) Proposed maximum aggregate value of transaction: \_\_\_\_\_  
(5) Total fee paid: \_\_\_\_\_

- Fee paid previously with preliminary materials.  
 Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid: \_\_\_\_\_  
(2) Form, Schedule or Registration Statement No.: \_\_\_\_\_  
(3) Filing Party: \_\_\_\_\_  
(4) Date Filed: \_\_\_\_\_

On April 12, 2022, Guess?, Inc. (the "Company") emailed all corporate associates in North America and Europe the below communication related to the Company's 2022 annual meeting of shareholders.

#### **Disclaimer**

The views and opinions expressed in this DEFA14A and the below letter (this "filing") are those of management of Guess. This filing does not reflect the views and opinions of the Demand Review Committee of the Board of Directors of Guess (or its members) (the "DRC"), which is conducting an independent review of the demands and allegations (the "Demands") by Legion Partners Asset Management, LLC addressed in this filing. The DRC members take no position with respect to the Demands at this time, did not review or approve the contents of this filing and are not participating in the solicitation efforts of the Company in connection with the Company's 2022 annual meeting of shareholders.

**DATE:** Tuesday, April 12, 2022

**TO:** Guess Corporate Associates

**FROM:** Carlos Alberini

**SUBJECT LINE:** Your Vote Is Important "FOR ALL" of Guess' Highly Qualified Director Nominees

Dear Guess Family,

Last week, Guess filed its proxy materials with the SEC ahead of our April 22<sup>nd</sup> Annual Meeting of Shareholders. At the meeting, four members of our Board of Directors are up for election, and I encourage you to take a few minutes to **vote "FOR ALL"** of Guess' highly qualified director nominees: **Anthony Chidoni, Cynthia Livingston, Maurice Marciano and Paul Marciano.**

As you may know, this year's vote is particularly important because one of our new shareholders, Legion Partners, is pursuing an irresponsible and uninformed campaign against Guess. For Guess associates who are also shareholders, you may have received an email from your broker and/or a hard copy mailing with a **WHITE** proxy card. **Your vote on the WHITE proxy card is of critical importance to the continued success of the Company, no matter how many shares you own. Please vote now!**

Only your latest dated vote instruction will count, whether you vote by internet, phone or mail. If you inadvertently voted on Legion Partners' blue proxy card, simply change your vote by voting again on Guess' **WHITE** proxy card. **We urge you to discard any blue proxy card materials you receive and to only vote on the WHITE proxy card.**

Information on how to vote your shares is attached. If you have any additional questions, have not received your **WHITE** proxy card, or need further assistance in voting, you can contact the firm assisting us anytime: Innisfree M&A Incorporated Toll-Free at (877) 750-0625 (for those calling from the U.S.) or +1 (412) 232-3651 (for those calling from outside the U.S. and Canada).

We appreciate your vote, and all you do for Guess every day!

Warmest regards,

Carlos Alberini

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**Important Additional Information**

The Company and certain of its directors and executive officers are participants in the solicitation of proxies from the Company's shareholders in connection with the 2022 Annual Meeting. The Company filed its definitive proxy statement and the **WHITE** proxy card with the SEC on April 6, 2022 in connection with the solicitation of proxies from the Company's shareholders. **SHAREHOLDERS OF THE COMPANY ARE STRONGLY ENCOURAGED TO READ SUCH PROXY STATEMENT, ACCOMPANYING WHITE PROXY CARD AND ALL OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY AS THEY BECOME AVAILABLE AS THEY WILL CONTAIN IMPORTANT INFORMATION.** The Company's definitive proxy statement for the 2022 Annual Meeting contains information regarding the direct and indirect interests, by security holdings or otherwise, of the Company's directors and executive officers in the Company's securities. Information regarding subsequent changes to their holdings of the Company's securities will be found in the SEC filings on Forms 3, 4 and 5, which are available on the Company's website at <http://investors.guess.com> or through the SEC's website at [www.sec.gov](http://www.sec.gov). Information can also be found in the Company's other SEC filings, including its Annual Report on Form 10-K for the year ended January 29, 2022, filed on March 24, 2022. Shareholders will be able to obtain the definitive proxy statement, any amendments or supplements to the proxy statement and other documents filed by the Company with the SEC at no charge at the SEC's website at [www.sec.gov](http://www.sec.gov). Copies will also be available at no charge on the Company's website at <http://investors.guess.com>.



# How to Vote for Guess' Highly Qualified Director Nominees

April 12, 2022

## Dear Guess Family,

Our Board of Directors is overseeing the successful execution of Guess' transformation strategy. As a result of this and your continued hard work, Guess today is the strongest and most well-positioned it has been in recent history.

Ahead of this year's Annual Meeting of Shareholders on April 22, we encourage you to protect the value of your investment and to help ensure Guess' continued progress by voting on the **WHITE** proxy card "FOR ALL" of Guess' highly qualified director nominees:



**ANTHONY CHIDONI**



**CYNTHIA LIVINGSTON**



**MAURICE MARCIANO**



**PAUL MARCIANO**

Depending upon how you hold your shares, you may receive voting instructions and proxy materials by email from your broker, by mail or by **both** email and hard-copy mail. We recommend voting each **WHITE** proxy card you receive online or by telephone, though you may also vote by signing, dating and returning the **WHITE** proxy card by mail.

## Three Easy Ways to Vote



By Internet

Visit the website shown on your **WHITE** proxy card



By Telephone

Dial the toll-free number shown on your **WHITE** proxy card (available 24/7)



By Mail

Mark, date, sign and return the **WHITE** proxy card in the postage-paid envelope provided

Importantly, your vote must be received by internet, phone or mail no later than 8:59 P.M. Pacific Time (11:59 P.M. Eastern Time) on April 21, 2022, the day before the Annual Meeting.

### Already Voted or Voted Erroneously?

Only your latest dated vote instruction by internet, phone or mail will count. If you inadvertently voted on Legion Partners' blue proxy card, simply change your vote by voting again on Guess' **WHITE** proxy card. **We urge you to discard any blue proxy card materials you receive and to only vote on the WHITE proxy card.**

### Shares in Multiple Guess Accounts?

If you hold Guess shares in more than one account (e.g. vested shares purchased under our employee stock purchase plan or from prior equity awards, unvested shares held in registered name or through a personal bank or brokerage account), you'll receive separate **WHITE** proxy cards or voting instruction forms for each account. To ensure all of your shares are represented, you must submit a proxy for each account in which you hold Guess shares.

### Questions?

If you have any questions about how to vote your shares on the **WHITE** proxy card, have not received your **WHITE** proxy card, or need assistance in voting, please contact the firm assisting us: Innisfree M&A Incorporated Toll-Free at (877) 750-0625 (for those calling from the U.S.) or +1 (412) 232-3651 (for those calling from outside the U.S. and Canada).

We appreciate your vote, and all you do for Guess every day!

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