

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

SCHEDULE 14A  
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

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

(Amendment No. )

Filed by the 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 Rule 14a-12

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GUESS?, INC.

(Name of Registrant as Specified in Its Charter)

LEGION PARTNERS HOLDINGS, LLC  
LEGION PARTNERS, L.P. I  
LEGION PARTNERS, L.P. II  
LEGION PARTNERS SPECIAL OPPORTUNITIES, L.P. XVIII  
LEGION PARTNERS, LLC  
LEGION PARTNERS ASSET MANAGEMENT, LLC  
CHRISTOPHER S. KIPER  
RAYMOND T. WHITE  
GRETCHEN E. CARLSON

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

Item 1: On April 20, 2022, The Daily Beast published the following article:

The Daily Beast

Will Guess Finally Be Shamed Into Dumping Its Co-Founder? [Opinion]

By Gretchen Carlson

April 20, 2022

END THE CYCLE OF ABUSE

In a guest column, Gretchen Carlson calls upon the iconic fashion brand and its major investors to get rid of Marciano, who has been many times accused of sexual misconduct.

How surprised would you be to learn that a top executive and board member of a popular women’s clothing brand has been accused of sexually harassing and assaulting more than a dozen of the brand’s models? Given my personal experience as a woman in the workplace, I wouldn’t be stunned.

What is shocking about this situation, however, is that this man has remained in his leadership roles despite more than a dozen harassment accusations—and six-figure settlements with victims—stretching back decades. The individual in question, Paul Marciano, is one of the co-founders of Guess?, Inc., and currently occupies a powerful position at the company as chief creative officer. He and his brother, Maurice, also both serve on the board and are substantial shareholders.

Incredibly, the heinous accusations and payouts have been openly known about for years. In fact, in 2018, Kate Upton went public with her story of being harassed by Paul Marciano while she was a model for Guess. There have been numerous media reports on other allegations from other women who have come forward, including several since 2021. (Many of these stories were reported by The Daily Beast’s Diana Falzone, a former Fox News colleague with whom I co-founded Lift Our Voices, fighting to end contractual clauses preventing employees from discussing or disclosing toxic workplaces and sexual harassment or assault.)

I believe this is an abhorrent example of something that should be long gone in corporate America—namely, that such men can be protected, enabled, and shielded from any significant consequences. Case in point: Guess itself has spent nearly \$1 million on settlements to make these accusations go away, and Paul Marciano has not faced his day in court presumably due to the specious arbitration clauses that have protected men like him for years.

I’ve made it my life’s passion to make workplaces safer for all women—and I’ve recently focused on eliminating these arbitration clauses. Earlier this month, I was successful in getting my landmark bipartisan legislation passed in Congress and stood with the President and Vice President on March 3rd to sign the bill into law.

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The Ending Forced Arbitration of Sexual Assault and Sexual Harassment Act—the biggest labor law change in the last 100 years—eliminates the ability for companies to force employees into the secret chamber of arbitration for harassment and assault claims. Instead, it offers an open jury process if the victim so chooses. It's a game changer for millions.

Regarding Guess, I'm encouraged by one recent development. Legion Partners, an investment fund based in Guess's hometown of Los Angeles, recently launched a campaign to shame the company into doing the right thing and ejecting Paul—and his brother Maurice—from the company. It is heartening to see this movement and I believe that all women—especially those who purchase Guess clothes—should be up in arms about Paul Marciano's continued leadership role in light of these numerous allegations. I also call on the major institutional investors of the finance world who own Guess stock to pressure Guess to end the Marcianos' long tenure by withholding their vote against Paul and Maurice Marciano at the company's upcoming annual meeting.

As the co-founder of Lift Our Voices, I have heard from thousands of women who have been harassed in the workplace but have not spoken out. I have also heard from women who did make their stories known and who lost their jobs as a result. These stories are heart-wrenching—especially because these women often have no recourse.

If we don't start addressing these issues head on and take action to eliminate the bad apples—we simply continue the vicious cycle of abuse. It's only through the bravery of others in power and by speaking openly about these issues that we actually begin to solve them.

The Guess example is one of many, but it is one of the most egregious. In today's corporate America, with a growing focus on environmental, social and governance issues, given the severity of the allegations, the Marcianos' continued presence at Guess should not be tolerated.

—

Gretchen Carlson is an internationally recognized advocate for women's rights whose bold actions against Fox News Chairman Roger Ailes helped pave the way for the global #MeToo movement. She is the co-founder of Lift Our Voices.

Item 2: Also on April 20, 2022, Legion posted the following materials to [www.ABetterGuess.com/](http://www.ABetterGuess.com/):

## MEDIA COVERAGE

### FEATURED NEWS

#### Bloomberg

##### Guess Should Remove Co-Founders From Board, Investor Says

February 1, 2022  
Guess? Inc.'s co-founders should step down from the board to eliminate a distraction to the apparel maker's turnaround effort, an activist investor argued, citing previously reported sexual misconduct allegations against one of them...  
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##### Guess Investors Should Oust Marcianos After 'Insufficient' Probe, ISS Says

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#### THE WALL STREET JOURNAL

##### Guess Faces Calls to Remove Marciano Brothers From Board

February 1, 2022  
An activist investor is calling for the co-founders of Guess Inc. to be removed from the clothing maker's board, arguing that sexual-misconduct allegations against one of the men threaten its turnaround efforts...  
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##### Will Guess Finally Be Shamed Into Dumping Its Co-Founder? (Opinion)

April 6, 2022  
In a guest column, internationally recognized advocate for women's rights and co-founder of Lift Our Voices Gretchen...  
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##### Glass Lewis Joins Calls to Remove Marcianos From Guess' Board

April 6, 2022  
A second influential investor advisory firm said it supports efforts to remove Guess? Inc. co-founders Paul and Maurice...  
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#### Bloomberg

##### Guess' Paul Marciano problem is shining a spotlight on boards

April 14, 2022  
The brand's co-founder remains, while its board of directors is slammed by an activist investor and sued by victims...  
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##### Guess Investors Should Oust Marcianos After 'Insufficient' Probe, ISS Says

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A prominent shareholder advisory firm said Thursday it supported an investor-led effort to remove Guess? Inc...  
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##### Additional Sexual Assault Accusers Come Forward Against Guess Co-Founder

March 23, 2022  
Additional women have come forward accusing Guess? Inc. Co-Founder and Chief Creative Officer Paul Marciano of sexual...  
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##### When Will Sexual Harassment Go Out of Fashion?

March 16, 2022  
Though the #MeToo movement of 2017 may have helped bring awareness to the overwhelming presence of sexual harassment in...  
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##### Guess Stakeholder Demands Firing of Co-Founder Paul Marciano Over Sexual Misconduct Claims

March 4, 2022  
A shareholder in fashion giant Guess Inc. on Wednesday plans to publicly demand the retailer dump its embattled...  
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##### Photographer: I Witnessed the Harassment Guess Models Had to Endure

February 10, 2022  
Despite the numerous sexual misconduct allegations against Guess co-founder Paul Marciano, the fashion industry has...  
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##### Guess Activist Investor Calls For Removal of Marciano Brothers

February 1, 2022  
Legion Partners Asset Management, which owns about 2.5 percent of the business, sent a letter to the board Monday...  
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##### Activist investor calls for ouster of Guess co-founders amid new sex crime accusations

February 1, 2022  
Legion Partners Asset Management on Tuesday released a public letter to the Guess brand's board of directors, demanding...  
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##### Guess Faces Calls to Remove Marciano Brothers From Board

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An activist investor is calling for the co-founders of Guess Inc. to be removed from the clothing maker's board...  
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##### Guess Should Remove Co-Founders From Board, Investor Says

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Guess? Inc.'s co-founders should step down from the board to eliminate a distraction to the apparel maker's turnaround...  
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##### Fund wants Guess founders off board amid sexual misconduct allegations - source

February 1, 2022  
An activist investment firm wants Guess? Inc to remove the two brothers who co-founded the retailer, arguing...  
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##### Guess Plunges as It Names CEO, Keeps Paul Marciano as Creative Head

March 16, 2022  
Guess? Inc. co-founder Paul Marciano, who resigned as chairman of the apparel company last year amid a...  
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