

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): June 25, 2024

GUESS?, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

1-11893
(Commission File Number)

95-3679695
(IRS Employer Identification No.)

Strada Regina 44, Bioggio, Switzerland CH-6934
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **+41 91 809 5000**

Not applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.01 per share	GES	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01. Entry into a Material Definitive Agreement.

On June 25, 2024, Guess Europe Sagl (the “Company”), a Swiss wholly-owned subsidiary of Guess?, Inc., as borrower, UBS Switzerland AG (“UBS”), as agent, and certain lenders entered into certain increase confirmations (the “Increase Confirmations”) which expanded the borrowing capacity under the Company’s existing Revolving Credit Facility Agreement (as amended, the “Credit Agreement”) with UBS and Credit Suisse (Switzerland) Ltd, as lead arrangers and joint bookrunners, UBS, as agent, the lenders party thereto, and Guess? Europe, B.V., a Netherlands wholly-owned subsidiary of Guess?, Inc., as guarantor (the “Guarantor”), from EUR 250 million to EUR 350 million.

In connection with the EUR 100 million expansion in the size of the revolving line of credit, the Increase Confirmations provide for an increase in the applicable margin for outstanding borrowings and unused commitments under the revolving credit facility. Such borrowings bear interest based on the daily balance outstanding at the Euro Interbank Offered Rate (EURIBOR) plus an applicable margin (varying from 1.10% to 1.45%), provided that EURIBOR may not be less than 0.0%. The credit facility carries a commitment fee equal to the available but unused borrowing capacity multiplied by 35% of an applicable margin (varying from 1.10% to 1.45%). The applicable margins are calculated quarterly and vary based on the leverage ratio of the Guarantor and its subsidiaries as set forth in the Credit Agreement.

The Credit Agreement also contains various annual sustainability key performance targets, the achievement of which would result in an adjustment to the interest margin ranging from a plus 5 basis points to a minus 5 basis points per year.

The foregoing is intended only to be a summary of the Increase Confirmations and is qualified in its entirety by the Form of Increase Confirmation, which is attached as Exhibit 10.1 and incorporated herein by reference.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information set forth above under Item 1.01 is hereby incorporated by reference into this Item 2.03.

Item 7.01. Regulation FD Disclosure.

The Company issued a press release on July 1, 2024 announcing the expansion of its EUR 250 million credit facility to a EUR 350 million credit facility. The press release making this announcement is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the information in this Item 7.01, including Exhibit 99.1, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
10.1	Form of Increase Confirmation dated as of June 25, 2024, among Guess Europe Sagl, as borrower, UBS Switzerland AG, as agent, and the lender party thereto.
99.1	Press release issued by Guess?, Inc. dated July 1, 2024.
104	Cover Page Interactive Data File – the cover page XBRL tags are embedded within the Inline XBRL document.

SIGNATURES

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

GUESS?, INC.

Dated: July 1, 2024

By: /s/ Carlos Alberini
Carlos Alberini
Chief Executive Officer

To: **UBS Switzerland AG**

[name]
EA21 – EA429.01 / FMXJ-KIM
P.O. Box
8098 Zurich
Switzerland

as Agent

and

Guess Europe Sagl

[name]
Strada Regina 44
6934 Bioggio
Switzerland

as Borrower and the Obligor's Agent

From: [...], as Increase Lender

Place/Date: [...], [...]

Dear Madam, dear Sir

We refer to (i) the EUR 250,000,000 Revolving Credit Facility Agreement for Guess Europe Sagl arranged by UBS Switzerland AG and Credit Suisse (Switzerland) Ltd. as Mandated Lead Arrangers, Joint Bookrunners and Original Lenders, with UBS Switzerland AG acting as Agent and further financial institutions as Original Lenders, dated May 5th, 2022, as amended and amended and restated from time to time (the **Agreement**) and the (ii) respective "*Increase, Interest Margin Adjustment and Amendment Request*" submitted by the Borrower to the Agent on May 29th, 2024 (the **Request**).

Terms defined in the Agreement and/or the Request have the same meaning in this Increase Confirmation unless given a different meaning in this Increase Confirmation.

1. This is an Increase Confirmation and a "Finance Document" according to the Agreement.
2. We refer to Clause 2.2 (*Increase Option*) of the Agreement.

3. With effect as of the Increase Date (as defined below), the Increase Lender agrees to assume and will assume all of the obligations corresponding to the Commitment specified below (the **Relevant Commitment**) as if it had been an Original Lender under the Agreement in respect of the Relevant Commitment:

Total Commitment prior to increase: EUR 250,000,000

Total Commitment upon increase EUR 350,000,000

Relevant Commitment: EUR [...]

Increase Lender's participation in
Total Commitment upon increase EUR [...]

4. The proposed date on which the increase in relation to the Increase Lender and the Relevant Commitment is to take effect (the **Increase Date**) is July 1st, 2024.
5. We take note of the Increase Fee to be paid by the Borrower on the Increase Date (or the subsequent date to be agreed in writing, as the case may be) in accordance with the terms and conditions to be separately documented in a relevant Fee Letter as set forth under Clause 2.2(q) and 14.4 of the Agreement.
6. We take note that, according to the Request, upon receipt by the Borrower of duly executed Increase Confirmation (and ancillary documents, if any) by a number of Increase Lenders, Accepting Lenders and/or Additional Lenders (as the case may be) accepting to grant to the Borrower an Additional Commitment in the amount specified in the Request and with effect as of the Increase Date, Clause 11.3(b) of the Agreement shall read as follows:
- (b) *“Thereafter, the Margin shall be determined quarterly based on the most recent Compliance Certificate and the financial statements of the Guarantor-Sub-Group (on a consolidated basis) delivered to the Agent in accordance with Clause 22.1 (Financial Statements) and Clause 22.2 (Compliance Certificate) respectively (covering the last 12 (twelve) Months) as follows (subject to paragraph (d) below):*

Leverage Ratio for interest calculation	Margin
$\geq 2.00x$	1.45% p.a.
$< 2.00x \geq 1.00x$	1.25% p.a.
$< 1.00x$	1.10% p.a.”

7. The Facility Office and address, e-mail address and attention details for notices to the Increase Lender for the purposes of this Agreement are as follows:

[...]

8. The Increase Lender expressly acknowledges the limitations on the Lenders' obligations referred to in paragraph (i) of Clause 2.2 (*Increase Option*) of the Agreement.
9. The Increase Lender confirms and represents, that:
 - (a) it is a Qualifying Bank;
 - (b) it is not a Restricted Person.
10. This Increase Confirmation may be executed in any number of counterparts and this has the same effect as if the signatures on the counterparts were on a single copy of this Increase Confirmation.
11. This Increase Confirmation shall in all respects be governed by and construed in accordance with the substantive laws of Switzerland (to the exclusion of conflict of law rules) and exclusive jurisdiction shall be with the Courts of the Canton of Zurich, Switzerland, venue being Zurich 1, with the right to appeal to the Swiss Federal Court (*Schweizerisches Bundesgericht*) in Lausanne as provided by law, whose judgment shall be final, for all purposes relating to this Increase Confirmation. Place of performance (*Erfüllungsort*) under this Increase Confirmation shall be Zurich, Canton of Zurich.

Yours faithfully

[...], as Increase Lender

By:

Function:

By:

Function:

Guess Europe Sagl, as Company

By:

Function:

By:

Function:

UBS Switzerland AG, as Agent

By:

Function:

By:

Function:

**GUESS?, INC. ANNOUNCES EUR 100 MILLION EXPANSION
OF ITS EXISTING EUROPEAN CREDIT FACILITY**

LOS ANGELES — July 1, 2024 — Guess?, Inc. (NYSE: GES) today announced the successful expansion of the borrowing capacity under its existing European revolving credit facility from €250 million to €350 million. The facility, maintained through the Company's wholly-owned Swiss subsidiary, Guess Europe Sagl, has a remaining term of roughly three years.

In line with the Company's focus on sustainability, the interest rate for the facility continues to be subject to an annual adjustment based on the achievement of specific sustainability goals aimed at reducing greenhouse gas emissions, increasing the use of sustainably sourced materials and increasing the penetration of the Company's Guess ECO products.

Carlos Alberini, Chief Executive Officer of Guess?, Inc., commented, "The expansion of our European credit facility reflects the confidence of our lenders in our strategy and the importance of the European region to our overall Company. The expanded credit facility will provide incremental access to longer-term capital while continuing to align financial incentives with our sustainability goals."

About GUESS?, Inc.

Guess?, Inc. designs, markets, distributes and licenses a lifestyle collection of contemporary apparel, denim, handbags, watches, eyewear, footwear and other related consumer products. Guess? products are distributed through branded Guess? stores as well as better department and specialty stores around the world. On April 2, 2024, the Company acquired all the operating assets and a 50% interest in the intellectual property assets of New York-based fashion brand rag & bone, a leader in the American fashion scene, directly operating stores in the U.S. and in the U.K., and also available in high-end boutiques, department stores and through e-commerce globally. As of May 4, 2024, the Company directly operated 1,048 retail stores in Europe, the Americas and Asia. The Company's partners and distributors operated 533 additional retail stores worldwide. As of May 4, 2024, the Company and its partners and distributors operated in approximately 100 countries worldwide. For more information about the Company, please visit www.guess.com.

Guess?, Inc. Fabrice Benarouche
Senior Vice President Finance, Investor Relations and Chief Accounting Officer
(213) 765-5578

Source: Guess?, Inc.