Report of Organizational Actions Affecting Basis of Securities

See separate instructions.		►	See	sep	arat	te i	nstr	uctio	ons.
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Part I	Reportir	ng Issuer
Internal Reve	enue Service	

893

(December 2017) Department of the Treasury

Form

1 Issuer's name				2 Issuer's employer identification number (EIN)
GUESS?, INC.	r			95-3679695
3 Name of contact for ad	ditional information	4 Teleph	none No. of contact	5 Email address of contact
Investor Relations	D. hov if mail is not	dolivorod	213-765-5578 to street address) of contact	ir@guess.com 7 City, town, or post office, state, and ZIP code of contact
		uenvereu	to street address) of contact	7 Gity, town, or post onice, state, and zir code of contact
1444 South Alamada Stra	ot			Los Apgolos, CA 00021
1444 South Alameda Stree 8 Date of action	əl	9 CI	assification and description	Los Angeles, CA 90021
June 23, 2023		CONV	/ERTIBLE NOTES DUE 2028	
10 CUSIP number	11 Serial number(s		12 Ticker symbol	13 Account number(s)
401617 AE5	N/A		GES	N/A
		h additio		See back of form for additional questions.
14 Describe the organiza	ational action and, if a	pplicable,	the date of the action or the d	late against which shareholders' ownership is measured for
the action ► SEE A	TTACHED "APPENDI	Х А" ТО	THIS FORM 8937	
15 Describe the quantita	tive effect of the organ	nizational	action on the basis of the sec	urity in the hands of a U.S. taxpayer as an adjustment per
			HED "APPENDIX A" TO THE	
16 Describe the calculat	ion of the change in b	asis and t	he data that supports the calc	ulation, such as the market values of securities and the
	E ATTACHED "APPE			

Form 89	37 (12-2	017)								Page 2
Part			zational	Action (co	ontinued)					
				Revenue Co TO THIS F			(s) upon which the	tax treatmer	nt is based	•
18 C	an any	resulting	g loss be re	cognized?	► <u>SEE A</u>	TTACHED "APPE	NDIX A" TO THIS I	FORM 8937		
				TO THIS F			nt, such as the repo	ortable tax y	ear ▶	
0:	Under belief,	penalties it is true,	of perjury, correct, and	complete. De	I have exar eclaration of	nined this return, incl preparer (other than	uding accompanying officer) is based on al	schedules an Il information o	d statements of which prep	s, and to the best of my knowledge and arer has any knowledge.
Sign Here	Signa	ture ►	Dennis S					Date ►	6/21/	/2023
Paid	Print		► DENNIS De preparer's			Preparer's signature)	Title ► Date	CHIEF F	
Prepa Use (Firm's na Firm's ac								self-employed 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 June 7, 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 June 23, 2023. On June 6, 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 3.75% Senior Convertible Notes due 2028 (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 \$3.08 in gross income as a dividend per \$1,000 face amount of Convertible Notes and increase the basis in such 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 \$3.08 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.