

**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): May 5, 2023**

**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 5.07. Submission of Matters to a Vote of Security Holders.**

On May 5, 2023, Guess?, Inc. (the “Company”) held its annual meeting of shareholders (the “Annual Meeting”). As of March 23, 2023, the record date for the Annual Meeting (the “Record Date”), there was a total of 55,662,267 shares of common stock of the Company outstanding and eligible to vote. At the Annual Meeting, 50,697,270 shares were represented in person or by proxy and, therefore, a quorum was present.

At the Annual Meeting, the shareholders of the Company voted on the following matters:

- The election of seven directors to serve on the Company’s Board of Directors. Carlos Alberini, Anthony Chidoni, Cynthia Livingston, Maurice Marciano, Paul Marciano, Deborah Weinswig and Alex Yemenidjian were nominated to serve as directors.
- An advisory vote to approve the compensation of the Company’s named executive officers.
- An advisory vote to approve the frequency of future advisory votes on the compensation of the Company’s named executive officers.
- The ratification of the appointment of Ernst & Young LLP as the Company’s independent auditor for the fiscal year ending February 3, 2024.

On May 5, 2023, First Coast Results, Inc., the independent inspector of election for the Annual Meeting (the “Inspector of Election”), issued its final report, which certified the final voting results for the Annual Meeting. Set forth below are the final voting results as provided by the Inspector of Election.

The results of the voting were as follows:

1. With respect to the election of seven directors to serve on the Company’s Board of Directors as described above:

<b>Nominee</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Carlos Alberini	45,380,004	2,057,595	3,259,671
Anthony Chidoni	40,710,014	6,727,585	3,259,671
Cynthia Livingston	34,221,000	13,216,599	3,259,671
Maurice Marciano	43,516,542	3,921,057	3,259,671
Paul Marciano	39,819,225	7,618,374	3,259,671
Deborah Weinswig	45,171,616	2,265,983	3,259,671
Alex Yemenidjian	40,324,868	7,112,731	3,259,671

Based on the vote results set forth above, each of the director nominees was duly elected to hold office for a one-year term and until their respective successors are duly elected and qualified.

2. With respect to the advisory vote to approve the compensation of the Company’s named executive officers:

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstaining</b>	<b>Broker Non-Votes</b>
40,055,413	7,334,944	47,242	3,259,671

Based on the vote results set forth above, the advisory vote on the compensation of the Company’s named executive officers was approved.

3. With respect to the advisory vote on the frequency of future advisory votes on the compensation of the Company’s named executive officers:

<b>1 year</b>	<b>2 years</b>	<b>3 years</b>	<b>Votes Abstaining</b>	<b>Broker Non-Votes</b>
45,648,334	11,767	1,743,382	34,116	3,259,671

Based on the vote results set forth above, the shareholders recommended holding an advisory vote on the compensation of the Company's named executive officers every year.

In accordance with the shareholders' recommendation, the Company's Board of Directors has determined that an advisory vote on the compensation of the Company's named executive officers will be conducted every year, until the next shareholder advisory vote on this matter.

4. With respect to the ratification of the appointment of Ernst & Young LLP as the Company's independent auditor for the fiscal year ending February 3, 2024:

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstaining</b>	<b>Broker Non-Votes</b>
50,276,396	399,568	21,306	—

Based on the vote results set forth above, the appointment of Ernst & Young LLP as the Company's independent auditor for the fiscal year ending February 3, 2024 was duly ratified.

**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.

Dated: May 10, 2023

GUESS?, INC.

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