## FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

STATEMENT	OF CHANGES	IN BENEFICIAL

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

**OWNERSHIP** 

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *  MARCIANO PAUL				2. Issuer Name and Ticker or Trading Symbol GUESS INC [ GES ]								Relationship of Reporting Person(s) to Issuer (Check all applicable)     X Director X 10% Owner						
(Last) (First) (Middle) C/O GUESS INC. 1444 S. ALAMEDA STREET				3. Date of Earliest Transaction (Month/Day/Year) 04/27/2020								X Officer (give title Other (specify below)  Chief Creative Officer						
					4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street) LOS ANGELES CA 90021												X Form filed by One Reporting Person Form filed by More than One Reporting						
(City)	(Sta	ate) (Z	Zip)										Perso	UII				
			I - Non-Deriva		_		_		d, Di	_					1			
1. Title of Security (Instr. 3)		2. Transacti Date (Month/Day		ar)   2A. Deeme   Execution     if any   (Month/Day	tion Date	е,	3. Transaction Code (Instr. 8)				ed (A) or tr. 3, 4 and	Securities Beneficia Owned Fo	5. Amount of Securities Beneficially Owned Following		Direct I ndirect I r. 4) (	. Nature of ndirect Beneficial Ownership		
							Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)		
Common	Stock		04/27/20	020				A		296,928 (1)	A	\$ 0	522,0	14 <sup>(2)</sup>	Г			
Common	Stock												9,600,6	672 <sup>(2)</sup>	1	. 1	oy Paul Marciano Trust <sup>(3)</sup>	
Common	Stock												105,9	977	]	[ [	y Exempt Gift Trust	
Common	Stock												370,	309	]		Nonexempt Gift Trust	
Common	Stock												349,	491	I		by PM Special Exempt Trust <sup>(6)</sup>	
Common	Stock												170,	666	1		oy G Financial Holdings, LLC <sup>(7)</sup>	
Common	Stock												339,	005	1		oy G Financial Holdings I, LLC <sup>(8)</sup>	
Common Stock											1,481,700		1	by NRG Capital Holdings, LLC (9)				
		Tab	le II - Derivat (e.g., p							oosed of, o				d				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	Conversion Date Exercise (Month/Day/Year) if ar (Mo Price of Derivative		4. Tran	saction e (Instr.			Expiration Date (Month/Day/Year)		rcisable and Date	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)		10. Ownersh Form: Direct (D or Indirec (I) (Instr.	Beneficial Ownership t (Instr. 4)	
				Code	e V		(D)	Date Exerc	isable	Expiration Date	Title	Amount or Number of Shares						

## Explanation of Responses:

number of fully-vested GES shares equal to the amount of his approved bonus for fiscal 2020, less applicable deductions, divided by the closing price per share of GES common stock on April 27, 2020, which resulted in the grant of 269,928 shares. Mr. Marciano satisfied his tax withholding obligations for this award with a cash payment to the Company.

- 2. Reflects changes in form of ownership that are exempt pursuant to Rule 16a-13 under the Securities Exchange Act of 1934 since there was no change in pecuniary interest.
- 3. Securities are held by the Maurice Marciano Trust (2006 Restatement), a revocable trust of which the reporting person is the sole trustee and sole beneficiary and has the exclusive pecuniary interest.
- 4. Shares are held by Exempt Gift Trust under the Next Step Trust of which the reporting is the sole trustee. The reporting person disclaims beneficial ownership of these shares, except to the extent of the reporting person's pecuniary interest therein.
- 5. Shares are held by the Nonexempt Gift Trust under the Next Step Trust, of which the reporting person is the sole trustee. The reporting person disclaims beneficial ownership of these shares, except to the extent of the reporting person's pecuniary interest therein.
- 6. Shares are held by Paul Marciano Special Exempt Trust, of which the reporting person has sole investment power.
- 7. Shares are held by G Financial Holdings, LLC which is indirectly owned by the reporting person.
- $8. \ Shares \ are \ held \ by \ G \ Financial \ Holdings \ II, \ LLC \ which \ is \ indirectly \ owned \ by \ the \ reporting \ person.$
- 9. Shares are held by NRG Capital Holdings, LLC in accounts specifically allocated to trusts for the benefit of the reporting persons and his minor children.

/s/ Jason T. Miller (Attorneyin-fact) 04/29/2020

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- \* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.