
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q**

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended May 2, 2015

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number: 1-11893

GUESS?, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

95-3679695

(I.R.S. Employer
Identification No.)

**1444 South Alameda Street
Los Angeles, California**

(Address of principal executive offices)

90021

(Zip Code)

(213) 765-3100

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of June 1, 2015 the registrant had 85,693,221 shares of Common Stock, \$.01 par value per share, outstanding.

GUESS?, INC.
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PART I. FINANCIAL INFORMATION**ITEM 1. Financial Statements.**

GUESS?, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands, except share data)

	May 2, 2015	Jan 31, 2015
	(unaudited)	
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 459,128	\$ 483,483
Accounts receivable, net	195,741	216,205
Inventories	327,101	319,078
Other current assets	91,128	92,593
Total current assets	1,073,098	1,111,359
Property and equipment, net	249,784	259,524
Goodwill	34,263	34,133
Other intangible assets, net	8,648	9,745
Long-term deferred tax assets	68,717	68,747
Other assets	120,729	117,897
	<u>\$ 1,555,239</u>	<u>\$ 1,601,405</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Current portion of capital lease obligations and borrowings	\$ 5,313	\$ 1,548
Accounts payable	144,902	159,924
Accrued expenses	134,329	140,494
Total current liabilities	284,544	301,966
Long-term debt and capital lease obligations	2,335	6,165
Deferred rent and lease incentives	79,586	81,761
Other long-term liabilities	114,119	117,630
	480,584	507,522
Redeemable noncontrolling interests	4,062	4,437
Commitments and contingencies (Note 12)		
Stockholders' equity:		
Preferred stock, \$.01 par value. Authorized 10,000,000 shares; no shares issued and outstanding	—	—
Common stock, \$.01 par value. Authorized 150,000,000 shares; issued 139,926,744 and 139,559,000 shares, outstanding 85,701,121 and 85,323,154 shares, as of May 2, 2015 and January 31, 2015, respectively	857	853
Paid-in capital	456,720	453,546
Retained earnings	1,249,841	1,265,524
Accumulated other comprehensive loss	(129,963)	(127,065)
Treasury stock, 54,225,623 and 54,235,846 shares as of May 2, 2015 and January 31, 2015, respectively	(518,904)	(519,002)
Guess?, Inc. stockholders' equity	1,058,551	1,073,856
Nonredeemable noncontrolling interests	12,042	15,590
Total stockholders' equity	1,070,593	1,089,446
	<u>\$ 1,555,239</u>	<u>\$ 1,601,405</u>

See accompanying notes to condensed consolidated financial statements.

GUESS?, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME (LOSS)
(in thousands, except per share data)
(unaudited)

	Three Months Ended	
	May 2, 2015	May 3, 2014
Product sales	\$ 452,959	\$ 496,928
Net royalties	25,865	25,613
Net revenue	478,824	522,541
Cost of product sales	313,339	346,310
Gross profit	165,485	176,231
Selling, general and administrative expenses	161,132	178,208
Earnings (loss) from operations	4,353	(1,977)
Other income (expense):		
Interest expense	(435)	(525)
Interest income	272	405
Other income (expense), net	2,626	(1,119)
	2,463	(1,239)
Earnings (loss) before income tax expense (benefit)	6,816	(3,216)
Income tax expense (benefit)	2,829	(1,029)
Net earnings (loss)	3,987	(2,187)
Net earnings (loss) attributable to noncontrolling interests	646	(86)
Net earnings (loss) attributable to Guess?, Inc.	\$ 3,341	\$ (2,101)
Net earnings (loss) per common share attributable to common stockholders (Note 2):		
Basic	\$ 0.04	\$ (0.03)
Diluted	\$ 0.04	\$ (0.03)
Weighted average common shares outstanding attributable to common stockholders (Note 2):		
Basic	84,965	84,499
Diluted	85,099	84,499
Dividends declared per common share	\$ 0.225	\$ 0.225

See accompanying notes to condensed consolidated financial statements.

GUESS?, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in thousands)
(unaudited)

	Three Months Ended	
	May 2, 2015	May 3, 2014
Net earnings (loss)	\$ 3,987	\$ (2,187)
Other comprehensive income (loss) (“OCI”):		
Foreign currency translation adjustment		
Gains (losses) arising during the period	(703)	22,250
Derivative financial instruments designated as cash flow hedges		
Losses arising during the period	(1,295)	(2,679)
Less income tax effect	369	621
Reclassification to net earnings (loss) for (gains) losses realized	(2,236)	525
Less income tax effect	301	(21)
Marketable securities		
Losses arising during the period	(7)	(26)
Less income tax effect	3	10
Reclassification to net loss for gains realized	—	(87)
Less income tax effect	—	33
Defined benefit plans		
Actuarial loss amortization	513	234
Prior service credit amortization	(58)	(58)
Less income tax effect	(149)	(67)
Total comprehensive income	725	18,548
Less comprehensive income attributable to noncontrolling interests:		
Net earnings (loss)	646	(86)
Foreign currency translation adjustment	(364)	401
Amounts attributable to noncontrolling interests	282	315
Comprehensive income attributable to Guess?, Inc.	\$ 443	\$ 18,233

See accompanying notes to condensed consolidated financial statements.

GUESS?, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(unaudited)

	Three Months Ended	
	May 2, 2015	May 3, 2014
Cash flows from operating activities:		
Net earnings (loss)	\$ 3,987	\$ (2,187)
Adjustments to reconcile net earnings (loss) to net cash provided by (used in) operating activities:		
Depreciation and amortization of property and equipment	17,789	20,759
Amortization of intangible assets	541	637
Share-based compensation expense	3,612	3,457
Unrealized forward contract losses	490	2,160
Net (gain) loss on disposition of long-term assets and property and equipment	(940)	910
Other items, net	(1,510)	744
Changes in operating assets and liabilities:		
Accounts receivable	24,038	63,851
Inventories	(7,027)	(18,119)
Prepaid expenses and other assets	(973)	(9,411)
Accounts payable and accrued expenses	(22,815)	(60,103)
Deferred rent and lease incentives	(2,605)	(40)
Other long-term liabilities	(5,452)	(2,891)
Net cash provided by (used in) operating activities	9,135	(233)
Cash flows from investing activities:		
Purchases of property and equipment	(11,604)	(17,254)
Changes in other assets	—	(43)
Proceeds from sale of investment	—	598
Acquisition of businesses, net of cash acquired	(599)	—
Net cash settlement of forward contracts	1,668	(407)
Net cash used in investing activities	(10,535)	(17,106)
Cash flows from financing activities:		
Proceeds from borrowings	581	—
Repayment of capital lease obligations and borrowings	(593)	(3,661)
Dividends paid	(19,261)	(19,198)
Noncontrolling interest capital distributions	(3,830)	—
Issuance of common stock, net of nonvested award repurchases	145	646
Excess tax benefits from share-based compensation	34	95
Net cash used in financing activities	(22,924)	(22,118)
Effect of exchange rates on cash and cash equivalents	(31)	8,975
Net change in cash and cash equivalents	(24,355)	(30,482)
Cash and cash equivalents at the beginning of the year	483,483	502,945
Cash and cash equivalents at the end of the period	\$ 459,128	\$ 472,463
Supplemental cash flow data:		
Interest paid	\$ 232	\$ 229
Income taxes paid	\$ 1,258	\$ 17,434

See accompanying notes to condensed consolidated financial statements.

GUESS?, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
May 2, 2015
(unaudited)

(1) Basis of Presentation

In the opinion of management, the accompanying unaudited condensed consolidated financial statements of Guess?, Inc. and its subsidiaries (the “Company”) contain all adjustments, consisting of normal recurring adjustments, considered necessary for a fair presentation of the condensed consolidated balance sheets as of May 2, 2015 and January 31, 2015, and the condensed consolidated statements of income (loss), comprehensive income and cash flows for the three months ended May 2, 2015 and May 3, 2014. The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the U.S. (“GAAP”) for interim financial information and the instructions to Rule 10-01 of Regulation S-X of the Securities and Exchange Commission. Accordingly, they have been condensed and do not include all of the information and footnotes required by GAAP for complete financial statements. The results of operations for the three months ended May 2, 2015 are not necessarily indicative of the results of operations to be expected for the full fiscal year. These financial statements should be read in conjunction with the Company’s Annual Report on Form 10-K for the year ended January 31, 2015.

The three months ended May 2, 2015 had the same number of days as the three months ended May 3, 2014. All references herein to “fiscal 2016,” “fiscal 2015” and “fiscal 2014” represent the results of the 52-week fiscal year ending January 30, 2016 and the 52-week fiscal years ended January 31, 2015 and February 1, 2014, respectively.

Reclassifications

The Company has made certain reclassifications to prior year amounts to conform to the current period presentation within the accompanying notes to the condensed consolidated financial statements.

New Accounting Guidance

In April 2014, the Financial Accounting Standards Board (“FASB”) issued authoritative guidance which raises the threshold for disposals to qualify as discontinued operations. Under this new guidance, a discontinued operation is (1) a component of an entity or group of components that have been disposed of or are classified as held for sale and represent a strategic shift that has or will have a major effect on an entity’s operations and financial results, or (2) an acquired business that is classified as held for sale on the acquisition date. This guidance also requires expanded or new disclosures for discontinued operations, individually material disposals that do not meet the definition of a discontinued operation, an entity’s continuing involvement with a discontinued operation following disposal and retained equity method investments in a discontinued operation. The Company adopted this guidance effective February 1, 2015. The adoption of this guidance did not have a material impact on the Company’s condensed consolidated financial statements for the three months ended May 2, 2015.

In May 2014, the FASB issued a comprehensive new revenue recognition standard which will supersede previous existing revenue recognition guidance. The standard creates a five-step model for revenue recognition that requires companies to exercise judgment when considering contract terms and relevant facts and circumstances. The five-step model includes (1) identifying the contract, (2) identifying the separate performance obligations in the contract, (3) determining the transaction price, (4) allocating the transaction price to the separate performance obligations and (5) recognizing revenue when each performance obligation has been satisfied. The standard also requires expanded disclosures surrounding revenue recognition. The standard is effective for fiscal periods beginning after December 15, 2016, which will be the Company’s first quarter of fiscal 2018, and allows for either full retrospective or modified retrospective adoption. The FASB has proposed delaying the effective date by one year. If the proposal is approved, early adoption would be permitted as of the original effective date. The Company is currently evaluating the impact of the adoption of this standard on its consolidated financial statements, including the choice of application method upon adoption.

In August 2014, the FASB issued authoritative guidance that requires an entity's management to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the entity's ability to continue as a going concern and requires additional disclosures if certain criteria are met. This guidance is effective for fiscal periods ending after December 15, 2016, which will be the Company's fourth quarter of fiscal 2017, with early adoption permitted. The adoption of this guidance is not expected to impact the Company's consolidated financial statements or related disclosures.

In February 2015, the FASB issued authoritative guidance which modifies existing consolidation guidance for reporting organizations that are required to evaluate whether they should consolidate certain legal entities. This guidance is effective for fiscal periods beginning after December 15, 2015, which will be the Company's first quarter of fiscal 2017, and allows for either full retrospective or modified retrospective adoption, with early adoption permitted. The Company is currently evaluating the impact of the adoption of this standard on its consolidated financial statements, including the choice of application method upon adoption.

In April 2015, the FASB issued authoritative guidance to simplify the presentation of debt issuance costs by requiring such costs to be presented as a deduction from the corresponding debt liability. This guidance is effective for fiscal years beginning after December 15, 2015, which will be the Company's first quarter of fiscal 2017, and requires retrospective adoption, with early adoption permitted. The adoption of this guidance is not expected to have a material impact on the Company's consolidated financial statements or related disclosures.

In April 2015, the FASB issued authoritative guidance which would permit an entity to measure its defined benefit plan assets and obligations using the calendar month-end that is closest to the entity's fiscal period-end for interim and annual periods. This guidance is effective for fiscal years beginning after December 15, 2015, which will be the Company's first quarter of fiscal 2017, and requires prospective adoption, with early adoption permitted. The Company is currently evaluating whether it will adopt this guidance, but if adopted, this guidance is not expected to have a material impact on the Company's consolidated financial statements or related disclosures.

(2) Earnings (Loss) Per Share

Basic earnings (loss) per share represents net earnings (loss) attributable to common stockholders divided by the weighted average number of common shares outstanding during the period. Diluted earnings (loss) per share represents net earnings (loss) attributable to common stockholders divided by the weighted average number of common shares outstanding, inclusive of the dilutive impact of common equivalent shares outstanding during the period. However, nonvested restricted stock awards (referred to as participating securities) are excluded from the dilutive impact of common equivalent shares outstanding in accordance with authoritative guidance under the two-class method since the nonvested restricted stockholders are entitled to participate in dividends declared on common stock as if the shares were fully vested and hence are deemed to be participating securities. Under the two-class method, earnings attributable to nonvested restricted stockholders are excluded from net earnings (loss) attributable to common stockholders for purposes of calculating basic and diluted earnings (loss) per common share. However, net losses are not allocated to nonvested restricted stockholders since they are not contractually obligated to share in the losses of the Company.

In addition, the Company has granted certain nonvested stock awards/units that are subject to certain performance-based or market-based vesting conditions as well as continued service requirements through the respective vesting periods. These nonvested stock awards/units are included in the computation of diluted net earnings (loss) per common share attributable to common stockholders only to the extent that the underlying performance-based or market-based vesting conditions are satisfied as of the end of the reporting period, or would be considered satisfied if the end of the reporting period were the end of the related contingency period, and the results would be dilutive under the treasury stock method.

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The computation of basic and diluted net earnings (loss) per common share attributable to common stockholders is as follows (in thousands, except per share data):

	Three Months Ended	
	May 2, 2015	May 3, 2014
Net earnings (loss) attributable to Guess?, Inc.	\$ 3,341	\$ (2,101)
Less net earnings attributable to nonvested restricted stockholders	84	147
Net earnings (loss) attributable to common stockholders	<u>\$ 3,257</u>	<u>\$ (2,248)</u>
Weighted average common shares used in basic computations	84,965	84,499
Effect of dilutive securities:		
Stock options and restricted stock units	134	—
Weighted average common shares used in diluted computations	<u>85,099</u>	<u>84,499</u>
Net earnings (loss) per common share attributable to common stockholders:		
Basic	\$ 0.04	\$ (0.03)
Diluted	\$ 0.04	\$ (0.03)

For the three months ended May 2, 2015 and May 3, 2014, equity awards granted for 2,124,253 and 1,213,896, respectively, of the Company's common shares were outstanding but were excluded from the computation of diluted weighted average common shares and common share equivalents outstanding because the assumed proceeds, as calculated under the treasury stock method, resulted in these awards being antidilutive. For the three months ended May 2, 2015 and May 3, 2014, the Company also excluded 175,866 and 259,700 nonvested stock units, respectively, which were subject to the achievement of performance-based or market-based vesting conditions from the computation of diluted weighted average common shares and common share equivalents outstanding because these conditions were not achieved as of the end of each of the respective periods.

For the three months ended May 3, 2014, there were 232,196 potentially dilutive shares that were not included in the computation of diluted weighted average common shares and common share equivalents outstanding because their effect would have been antidilutive given the Company's net loss.

Share Repurchase Program

On June 26, 2012, the Company's Board of Directors authorized a program to repurchase, from time-to-time and as market and business conditions warrant, up to \$500 million of the Company's common stock (the "2012 Share Repurchase Program"). Repurchases under the program may be made on the open market or in privately negotiated transactions, pursuant to Rule 10b5-1 trading plans or other available means. There is no minimum or maximum number of shares to be repurchased under the program, which may be discontinued at any time, without prior notice. As of May 2, 2015, the Company had remaining authority under the 2012 Share Repurchase Program to purchase \$495.8 million of its common stock. There were no share repurchases during the three months ended May 2, 2015 and May 3, 2014.

(3) Stockholders' Equity and Redeemable Noncontrolling Interests

A reconciliation of common stock outstanding, treasury stock and the total carrying amount of total stockholders' equity, Guess?, Inc. stockholders' equity and stockholders' equity attributable to nonredeemable and redeemable noncontrolling interests for the fiscal year ended January 31, 2015 and three months ended May 2, 2015 is as follows (in thousands, except share data):

	Shares		Stockholders' Equity			Redeemable Noncontrolling Interests
	Common Stock	Treasury Stock	Guess?, Inc. Stockholders' Equity	Nonredeemable Noncontrolling Interests	Total	
Balance at February 1, 2014	84,962,345	54,283,384	\$ 1,154,514	\$ 15,472	\$ 1,169,986	\$ 5,830
Net earnings	—	—	94,570	2,614	97,184	—
Foreign currency translation adjustment	—	—	(114,566)	(2,141)	(116,707)	(788)
Gain on derivative financial instruments designated as cash flow hedges, net of income tax of (\$721)	—	—	7,270	—	7,270	—
Loss on marketable securities, net of income tax of \$61	—	—	(106)	—	(106)	—
Prior service credit amortization and actuarial valuation loss and related amortization on defined benefit plans, net of income tax of \$2,335	—	—	(5,862)	—	(5,862)	—
Issuance of common stock under stock compensation plans, net of tax effect	313,271	—	(1,937)	—	(1,937)	—
Issuance of stock under Employee Stock Purchase Plan	47,538	(47,538)	1,008	—	1,008	—
Share-based compensation	—	—	15,342	—	15,342	—
Dividends	—	—	(76,982)	—	(76,982)	—
Noncontrolling interest capital distribution	—	—	—	(355)	(355)	—
Redeemable noncontrolling interest redemption value adjustment	—	—	605	—	605	(605)
Balance at January 31, 2015	85,323,154	54,235,846	\$ 1,073,856	\$ 15,590	\$ 1,089,446	\$ 4,437
Net earnings	—	—	3,341	646	3,987	—
Foreign currency translation adjustment	—	—	(339)	(364)	(703)	(140)
Loss on derivative financial instruments designated as cash flow hedges, net of income tax of \$670	—	—	(2,861)	—	(2,861)	—
Loss on marketable securities, net of income tax of \$3	—	—	(4)	—	(4)	—
Prior service credit and actuarial valuation amortization on defined benefit plans, net of income tax of (\$149)	—	—	306	—	306	—
Issuance of common stock under stock compensation plans, net of tax effect	367,744	—	(471)	—	(471)	—
Issuance of stock under Employee Stock Purchase Plan	10,223	(10,223)	162	—	162	—
Share-based compensation	—	—	3,612	—	3,612	—
Dividends	—	—	(19,286)	—	(19,286)	—
Noncontrolling interest capital distribution	—	—	—	(3,830)	(3,830)	—
Redeemable noncontrolling interest redemption value adjustment	—	—	235	—	235	(235)
Balance at May 2, 2015	85,701,121	54,225,623	\$ 1,058,551	\$ 12,042	\$ 1,070,593	\$ 4,062

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Accumulated Other Comprehensive Income (Loss)

The changes in accumulated other comprehensive income (loss), net of related income taxes, for the three months ended May 2, 2015 and May 3, 2014 are as follows (in thousands):

	Three Months Ended May 2, 2015				
	Foreign Currency Translation Adjustment	Derivative Financial Instruments Designated as Cash Flow Hedges	Marketable Securities	Defined Benefit Plans	Total
Balance at January 31, 2015	\$ (121,569)	\$ 7,157	\$ (3)	\$ (12,650)	\$ (127,065)
Losses arising during the period	(339)	(926)	(4)	—	(1,269)
Reclassification to net earnings for (gains) losses realized	—	(1,935)	—	306	(1,629)
Net other comprehensive income (loss)	(339)	(2,861)	(4)	306	(2,898)
Balance at May 2, 2015	\$ (121,908)	\$ 4,296	\$ (7)	\$ (12,344)	\$ (129,963)

	Three Months Ended May 3, 2014				
	Foreign Currency Translation Adjustment	Derivative Financial Instruments Designated as Cash Flow Hedges	Marketable Securities	Defined Benefit Plans	Total
Balance at February 1, 2014	\$ (7,003)	\$ (113)	\$ 103	\$ (6,788)	\$ (13,801)
Gains (losses) arising during the period	21,849	(2,058)	(16)	—	19,775
Reclassification to net loss for (gains) losses realized	—	504	(54)	109	559
Net other comprehensive income (loss)	21,849	(1,554)	(70)	109	20,334
Balance at May 3, 2014	\$ 14,846	\$ (1,667)	\$ 33	\$ (6,679)	\$ 6,533

Details on reclassifications out of accumulated other comprehensive income (loss) to net earnings (loss) during the three months ended May 2, 2015 and May 3, 2014 are as follows (in thousands):

	Three Months Ended		Location of (Gain) Loss Reclassified from Accumulated OCI into Earnings (Loss)
	May 2, 2015	May 3, 2014	
Derivative financial instruments designated as cash flow hedges:			
Foreign exchange currency contracts	\$ (1,750)	\$ 494	Cost of product sales
Foreign exchange currency contracts	(486)	31	Other income/expense
Less income tax effect	301	(21)	Income tax expense (benefit)
	(1,935)	504	
Marketable securities:			
Available-for-sale securities	—	(87)	Other income/expense
Less income tax effect	—	33	Income tax expense (benefit)
	—	(54)	
Defined benefit plans:			
Actuarial loss amortization	513	234	(1)
Prior service credit amortization	(58)	(58)	(1)
Less income tax effect	(149)	(67)	Income tax expense (benefit)
	306	109	
Total reclassifications during the period	\$ (1,629)	\$ 559	

(1) These accumulated other comprehensive income (loss) components are included in the computation of net periodic defined benefit pension cost. Refer to Note 13 for further information.

Redeemable Noncontrolling Interests

The Company is party to a put arrangement with respect to the common securities that represent the remaining noncontrolling interest from the acquisition of its majority-owned subsidiary, Guess Sud SAS (“Guess Sud”). The put arrangement for Guess Sud,

representing 40% of the total outstanding equity interest of that subsidiary, may

be exercised at the discretion of the noncontrolling interest holders by providing written notice to the Company any time after January 30, 2012. The put arrangement is recorded on the balance sheet at its expected redemption value based on a method which approximates fair value and classified as a redeemable noncontrolling interest outside of permanent equity. The redemption value of the Guess Sud redeemable put arrangement was \$3.2 million and \$3.4 million as of May 2, 2015 and January 31, 2015, respectively.

The Company is also party to a put arrangement with respect to the common securities that represent the remaining noncontrolling interest for its majority-owned subsidiary, Guess Brasil Comércio e Distribuição S.A. (“Guess Brazil”), which was established through a majority-owned joint venture during fiscal 2014. The put arrangement for Guess Brazil, representing 40% of the total outstanding equity interest of that subsidiary, may be exercised at the discretion of the noncontrolling interest holder by providing written notice to the Company beginning in the sixth year of the agreement, or sooner in certain limited circumstances, and every third anniversary from the end of the sixth year thereafter subject to certain time restrictions. The redemption value of the Guess Brazil put arrangement is based on a multiple of Guess Brazil’s earnings before interest, taxes, depreciation and amortization subject to certain adjustments. The carrying value of the redeemable noncontrolling interest related to Guess Brazil was \$0.9 million and \$1.0 million as of May 2, 2015 and January 31, 2015, respectively.

(4) Accounts Receivable

Accounts receivable is summarized as follows (in thousands):

	May 2, 2015	Jan 31, 2015
Trade	\$ 203,049	\$ 229,618
Royalty	11,583	10,118
Other	10,680	8,389
	225,312	248,125
Less allowance for doubtful accounts	29,571	31,920
	<u>\$ 195,741</u>	<u>\$ 216,205</u>

Accounts receivable consists of trade receivables relating primarily to the Company’s wholesale business in Europe, and to a lesser extent, to its wholesale businesses in North America and Asia, royalty receivables relating to its licensing operations, and certain other receivables. Other receivables generally relate to amounts due to the Company that result from activities that are not related to the direct sale of the Company’s products or collection of royalties. The accounts receivable allowance includes allowances for doubtful accounts, wholesale sales returns and wholesale markdowns. Retail sales returns allowances are included in accrued expenses.

(5) Inventories

Inventories consist of the following (in thousands):

	May 2, 2015	Jan 31, 2015
Raw materials	\$ 4,072	\$ 4,548
Work in progress	75	77
Finished goods	322,954	314,453
	<u>\$ 327,101</u>	<u>\$ 319,078</u>

The above balances include an allowance to write down inventories to the lower of cost or market of \$19.5 million and \$19.7 million as of May 2, 2015 and January 31, 2015, respectively.

(6) Restructuring Charges

During the first quarter of fiscal 2014, the Company implemented plans to streamline its structure and reduce expenses in both Europe and North America. During the second quarter of fiscal 2014, the Company expanded these plans to include the consolidation and streamlining of certain operations in Europe and Asia. The Company incurred total restructuring charges of \$12.4 million under these plans related primarily to severance, impairment and lease termination costs during fiscal 2014. There were no restructuring charges incurred during the three months ended May 2, 2015 and May 3, 2014 related to these plans. The Company does not expect significant

future cash-related charges to be incurred as the actions under these plans were substantially completed during fiscal 2014. As of May 2, 2015, the Company had a balance of approximately \$0.2 million in accrued expenses for amounts expected to be paid during the remainder of fiscal 2016. At January 31, 2015, the Company had a balance of approximately \$0.3 million in accrued expenses related to these restructuring activities.

The following table summarizes restructuring activities related primarily to severance during the fiscal year ended January 31, 2015 and three months ended May 2, 2015 (in thousands):

	Total
Balance at February 1, 2014	\$ 4,578
Cash payments	(2,952)
Foreign currency and other adjustments	(1,350)
Balance at January 31, 2015	\$ 276
Foreign currency and other adjustments	(40)
Balance at May 2, 2015	\$ 236

(7) Income Taxes

Income tax expense (benefit) for the interim periods was computed using the effective tax rate estimated to be applicable for the full fiscal year. The Company's effective income tax rate increased to 41.5% for the three months ended May 2, 2015 from 32.0% for the three months ended May 3, 2014. The increase in the effective income tax rate was due primarily to a larger mix of taxable income in higher taxable jurisdictions during the three months ended May 2, 2015 compared to the same prior-year period.

From time to time, the Company is subject to routine compliance reviews on various tax matters around the world in the ordinary course of business. As of May 2, 2015, several income tax audits were underway for various periods in multiple jurisdictions. The Company accrues an amount for its estimate of additional income tax liability which the Company, more likely than not, could incur as a result of the ultimate resolution of income tax audits ("uncertain tax positions"). The Company reviews and updates the estimates used in the accrual for uncertain tax positions as more definitive information becomes available from taxing authorities, upon completion of tax audits, upon expiration of statutes of limitation, or upon occurrence of other events.

The Company had aggregate accruals for uncertain tax positions, including penalties and interest, of \$14.6 million and \$14.4 million as of May 2, 2015 and January 31, 2015, respectively.

(8) Segment Information

The Company's businesses are grouped into five reportable segments for management and internal financial reporting purposes: North American Retail, Europe, Asia, North American Wholesale and Licensing. The Company's operating segments are the same as its reportable segments. Management evaluates segment performance based primarily on revenues and earnings (loss) from operations before restructuring charges, if any. The Company believes this segment reporting reflects how its five business segments are managed and each segment's performance is evaluated by the Company's chief operating decision maker to assess performance and make resource allocation decisions. The North American Retail segment includes the Company's retail and e-commerce operations in North America and its retail operations in Central and South America. The Europe segment includes the Company's wholesale, retail and e-commerce operations in Europe and the Middle East. The Asia segment includes the Company's wholesale, retail and e-commerce operations in Asia. The North American Wholesale segment includes the Company's wholesale operations in North America and Central and South America. The Licensing segment includes the worldwide licensing operations of the Company. The business segment operating results exclude corporate overhead costs, which consist of shared costs of the organization, and restructuring charges. These costs are presented separately and generally include, among other things, the following unallocated corporate costs: accounting and finance, executive compensation, facilities, global advertising and marketing, human resources, information technology and legal.

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Net revenue and earnings (loss) from operations are summarized as follows for the three months ended May 2, 2015 and May 3, 2014 (in thousands):

	Three Months Ended	
	May 2, 2015	May 3, 2014
Net revenue:		
North American Retail	\$ 214,249	\$ 228,344
Europe	137,397	159,158
Asia	64,035	70,118
North American Wholesale	37,278	39,308
Licensing	25,865	25,613
Total net revenue	<u>\$ 478,824</u>	<u>\$ 522,541</u>
Earnings (loss) from operations:		
North American Retail	\$ (7,209)	\$ (8,399)
Europe	(3,668)	(6,632)
Asia	4,613	3,353
North American Wholesale	6,747	7,753
Licensing	23,025	22,721
Corporate Overhead	(19,155)	(20,773)
Total earnings (loss) from operations	<u>\$ 4,353</u>	<u>\$ (1,977)</u>

Due to the seasonal nature of the Company's business segments, the above net revenue and operating results are not necessarily indicative of the results that may be expected for the full fiscal year.

(9) Borrowings and Capital Lease Obligations

Borrowings and capital lease obligations are summarized as follows (in thousands):

	May 2, 2015	Jan 31, 2015
European capital lease, maturing quarterly through calendar 2016	\$ 5,313	\$ 5,745
Other	2,335	1,968
	<u>7,648</u>	<u>7,713</u>
Less current installments	5,313	1,548
Long-term debt and capital lease obligations	<u>\$ 2,335</u>	<u>\$ 6,165</u>

Capital Lease

The Company leases a building in Florence, Italy under a capital lease that expires on May 1, 2016. As of May 2, 2015, the capital lease obligation was \$5.3 million. The Company entered into a separate interest rate swap agreement designated as a non-hedging instrument that resulted in a swap fixed rate of 3.55%. This interest rate swap agreement matures on February 1, 2016 and converts the nature of the capital lease obligation from Euribor floating-rate debt to fixed-rate debt. The fair value of the interest rate swap liability as of May 2, 2015 was approximately \$0.2 million.

Credit Facilities

On July 6, 2011, the Company entered into a five-year senior secured revolving credit facility with JPMorgan Chase Bank, N.A., Bank of America, N.A. and the other lenders party thereto (the "Credit Facility") which provided for a \$200 million revolving multicurrency line of credit. The Credit Facility is available for direct borrowings and the issuance of letters of credit, subject to certain letters of credit sublimits. It may be used for working capital and other general corporate purposes.

On August 31, 2012, the Company increased its borrowing capacity under the Credit Facility from \$200 million to \$300 million by exercising the accordion feature in the Credit Facility pursuant to a Lender Joinder Agreement with the lenders party thereto. Also on August 31, 2012, the Company entered into an Amendment to the Credit Facility with the lenders party thereto to provide for (i) greater flexibility in certain of the Company's covenants under the Credit Facility and (ii) access to a \$100 million accordion feature, subject to certain conditions and the willingness of existing or new lenders to assume such increased amount. As of May 2, 2015, the Company

had \$1.7 million in outstanding standby letters of credit, no outstanding documentary letters of credit and no outstanding borrowings under the Credit Facility.

The Company, through its European subsidiaries, maintains short-term uncommitted borrowing agreements, primarily for working capital purposes, with various banks in Europe. The majority of the borrowings under these agreements are secured by specific accounts receivable balances. Based on the applicable accounts receivable balances as of May 2, 2015, the Company could have borrowed up to \$79.5 million under these agreements. As of May 2, 2015, the Company had no outstanding borrowings and \$0.3 million in outstanding documentary letters of credit under these agreements. The agreements are denominated primarily in euros and provide for annual interest rates ranging from 0.3% to 6.8%. The maturities of any short-term borrowings under these arrangements are generally linked to the credit terms of the underlying accounts receivable that secure the borrowings. With the exception of one facility for up to \$39.2 million that has a minimum net equity requirement, there are no other financial ratio covenants.

Other

From time-to-time, the Company will obtain other financing in foreign countries for working capital to finance its local operations.

(10) Share-Based Compensation

The following table summarizes the share-based compensation expense recognized under all of the Company's stock plans during the three months ended May 2, 2015 and May 3, 2014 (in thousands):

	Three Months Ended	
	May 2, 2015	May 3, 2014
Stock options	\$ 481	\$ 456
Nonvested stock awards/units	3,087	2,938
Employee Stock Purchase Plan	44	63
Total share-based compensation expense	\$ 3,612	\$ 3,457

Unrecognized compensation cost, adjusted for estimated forfeitures, related to nonvested stock options and nonvested stock awards/units totaled approximately \$4.0 million and \$26.1 million, respectively, as of May 2, 2015. This cost is expected to be recognized over a weighted average period of 1.8 years. The weighted average grant date fair value of options granted was \$3.62 and \$6.27 during the three months ended May 2, 2015 and May 3, 2014, respectively.

Grants

On April 2, 2015, the Company made an annual grant of 577,700 stock options and 401,700 nonvested stock awards/units to its employees. On April 2, 2014, the Company made an annual grant of 365,600 stock options and 301,200 nonvested stock awards/units to its employees.

Performance-Based Awards

The Company granted certain nonvested stock units to Paul Marciano, the Company's Chief Executive Officer and Vice Chairman of the Board, in connection with an employment agreement entered into between the Company and Mr. Marciano during fiscal 2014. Each award of nonvested stock units has an initial vesting period from the date of the grant through the end of the first fiscal year followed by two annual vesting periods. The nonvested stock units are subject to the achievement of certain performance-based vesting conditions during the first fiscal year of the grant as well as continued service requirements through each of the vesting periods.

The Company also granted a target number of nonvested stock units to Mr. Marciano in connection with the employment agreement. The number of shares that may ultimately vest with respect to each award will equal 0% to 150% of the target number of shares, subject to the achievement of certain performance-based vesting conditions during the first fiscal year of the grant as well as continued service requirements through the vesting date. Any shares that are ultimately issued are scheduled to vest at the end of the third fiscal year following the grant date.

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The following table summarizes the activity during the three months ended May 2, 2015 for nonvested performance-based awards granted under the employment agreement:

	Number of Units	Weighted Average Grant Date Fair Value
Nonvested at January 31, 2015	413,834	\$ 29.66
Granted	175,866	18.48
Vested	(33,333)	27.86
Forfeited	(159,700)	27.86
Nonvested at May 2, 2015	<u>396,667</u>	<u>\$ 25.58</u>

Market-Based Awards

On May 1, 2015, the Company also granted a target of 183,368 nonvested stock units to Mr. Marciano in connection with the employment agreement. The number of shares that may ultimately vest will equal 0% to 150% of the target number of shares, subject to the performance of the Company's total stockholder return ("TSR") relative to the TSR of a select group of peer companies over a three-year period. Vesting is also subject to continued service requirements through the vesting date. Any shares that are ultimately issued are scheduled to vest in fiscal 2019. The grant date fair value for such nonvested stock units was estimated using a Monte Carlo simulation that incorporates option-pricing inputs covering the period from the grant date through the end of the performance period. Compensation expense is recognized on a straight-line basis over the vesting period.

(11) Related Party Transactions

The Company and its subsidiaries periodically enter into transactions with other entities or individuals that are considered related parties, including certain transactions with entities affiliated with trusts for the respective benefit of Paul Marciano, who is an executive of the Company, Maurice Marciano, Chairman of the Board, Armand Marciano, their brother and former executive of the Company, and certain of their children (the "Marciano Trusts").

Leases

The Company leases warehouse and administrative facilities, including the Company's corporate headquarters in Los Angeles, California, from partnerships affiliated with the Marciano Trusts and certain of their affiliates. There were three of these leases in effect as of May 2, 2015 with expiration dates ranging from calendar years 2015 to 2020.

Aggregate rent, common area maintenance charges and property tax expense recorded under these related party leases for the three months ended May 2, 2015 and May 3, 2014 was \$1.4 million and \$1.5 million, respectively. The Company believes the related party lease terms have not been significantly affected by the fact that the Company and the lessors are related.

Aircraft Arrangements

The Company periodically charters aircraft owned by MPM Financial, LLC ("MPM Financial"), an entity affiliated with the Marciano Trusts, through informal arrangements with MPM Financial and independent third party management companies contracted by MPM Financial to manage its aircraft. There were no fees paid under these arrangements for the three months ended May 2, 2015. The total fees paid under these arrangements for the three months ended May 3, 2014 were approximately \$0.3 million.

Consulting Arrangement

After serving for over 30 years as an executive and leader for Guess?, Inc., co-founder Maurice Marciano retired from his position as executive Chairman of the Board and as an employee of the Company upon the expiration of his employment agreement on January 28, 2012. Mr. Marciano continues to serve the Company as its non-executive Chairman of the Board. In addition, under the terms of his previously existing employment agreement, the Company and Mr. Marciano entered into a two-year consulting agreement, subsequently extended for a third year (the “Marciano Consulting Agreement”), under which Mr. Marciano provided certain consulting services to the Company, including advice and counsel to the Company’s Chief Executive Officer and other senior executives. The Marciano Consulting Agreement provided for consulting fees of \$500,000 per year and continued automobile use in a manner consistent with past practice. The Marciano Consulting Agreement expired on January 28, 2015 and was not renewed. The Company elected to continue to provide for automobile use subsequent to the expiration of the term of the Marciano Consulting Agreement based on Mr. Marciano’s continuing substantial contributions to the Company. There were no expenses incurred related to the Marciano Consulting Agreement during the three months ended May 2, 2015. Total expenses incurred with respect to the Marciano Consulting Agreement were approximately \$0.1 million for the three months ended May 3, 2014.

Other Transactions

From time-to-time, the Company utilizes a third party agent named Harmony Collection, LLC to produce specific apparel products on behalf of the Company. Armand Marciano, brother of Maurice and Paul Marciano, is part owner and an executive of the parent company of Harmony Collection, LLC. There were no payments made by the Company under this arrangement for the three months ended May 2, 2015. The total payments made by the Company under this arrangement for the three months ended May 3, 2014 were approximately \$0.5 million.

These related party disclosures should be read in conjunction with the disclosure concerning related party transactions in the Company’s Annual Report on Form 10-K for the year ended January 31, 2015.

(12) Commitments and Contingencies

Leases

The Company leases its showrooms, advertising, licensing, sales and merchandising offices, remote distribution and warehousing facilities and retail and factory outlet store locations under operating lease agreements expiring on various dates through September 2031. Some of these leases require the Company to make periodic payments for property taxes, utilities and common area operating expenses. Certain retail store leases provide for rents based upon the minimum annual rental amount and a percentage of annual sales volume, generally ranging from 2% to 12%, when specific sales volumes are exceeded. Some leases include lease incentives, rent abatements and fixed rent escalations, which are amortized and recorded over the initial lease term on a straight-line basis. The Company also leases some of its equipment under operating lease agreements expiring at various dates through March 2020. As discussed in further detail in Note 9, the Company leases a building in Florence, Italy under a capital lease.

In March 2014, the Company amended its lease with respect to its primary U.S. distribution center based in Louisville, Kentucky to extend the term for an additional ten years, to 2024. The amendment also provides for two extension options for an additional period of five years each.

Litigation

On May 6, 2009, Gucci America, Inc. filed a complaint in the U.S. District Court for the Southern District of New York against Guess?, Inc. and certain third party licensees for the Company asserting, among other things, trademark and trade dress law violations and unfair competition. The complaint sought injunctive relief, compensatory damages, including treble damages, and certain other relief. Complaints similar to those in the above action have also been filed by Gucci entities against the Company and certain of its subsidiaries in the Court of Milan, Italy, the Intermediate People’s Court of Nanjing, China and the Court of Paris, France. The three-week bench trial in the U.S. matter concluded on April 19, 2012, with the court issuing a preliminary ruling on May 21, 2012 and a final ruling on July 19, 2012. Although the plaintiff was seeking compensation in the U.S.

matter in the form of damages of \$26 million and an accounting of profits of \$99 million, the final ruling provided for monetary damages of \$2.3 million against the Company and \$2.3 million against certain of its licensees. The court also granted narrow injunctions in favor of the plaintiff for certain of the claimed infringements. On August 20, 2012, the appeal period expired without any party having filed an appeal, rendering the judgment final. On May 2, 2013, the Court of Milan ruled in favor of the Company in the Milan, Italy matter. In the ruling, the Court rejected all of the plaintiff's claims and ordered the cancellation of three of the plaintiff's Italian and four of the plaintiff's European Community trademark registrations. On June 10, 2013, the plaintiff appealed the Court's ruling in the Milan matter. On September 15, 2014, the Court of Appeal of Milan affirmed the majority of the lower Court's ruling in favor of the Company, but overturned the lower Court's finding with respect to an unfair competition claim. The matter has now entered into a damages phase based on the ruling. In the China matter, the Intermediate People's Court of Nanjing, China issued a ruling on November 8, 2013 granting an injunction in favor of the plaintiff for certain of the claimed infringements on handbags and small leather goods and awarding the plaintiff statutory damages in the amount of approximately \$80,000. The Company strongly disagrees with the Court's decision and has appealed the ruling. The judgment in the China matter is stayed pending the appeal, which was heard in May 2014. On January 30, 2015, the Court of Paris ruled in favor of the Company, rejecting all of the plaintiff's claims and partially canceling two of the plaintiff's community trademark registrations and one of the plaintiff's international trademark registrations. On February 17, 2015, the plaintiff appealed the Court of Paris' ruling.

On August 25, 2006, Franchez Isaguirre, a former employee of the Company, filed a complaint in the Superior Court of California, County of Los Angeles alleging violations by the Company of California wage and hour laws. The complaint was subsequently amended, adding a second former employee as an additional named party. The plaintiffs purport to represent a class of similarly situated employees in California who allegedly had been injured by not being provided adequate meal and rest breaks. The complaint seeks unspecified compensatory damages, statutory penalties, attorney's fees and injunctive and declaratory relief. On June 9, 2009, the Court certified the class but immediately stayed the case pending the resolution of a separate California Supreme Court case on the standards of class treatment for meal and rest break claims. Following the Supreme Court ruling, the Superior Court denied the Company's motions to decertify the class and to narrow the class in January 2013 and June 2013, respectively. The Company subsequently petitioned to have the Court's decision not to narrow the class definition reviewed. That petition was ultimately denied by the California Supreme Court in April 2014. Trial is currently scheduled for February 17, 2016.

The Company has received customs tax assessment notices from the Italian Customs Agency regarding its customs tax audit of one of the Company's European subsidiaries for the period from July 2010 through June 2012. Such assessments totaled €9.0 million (\$10.0 million), including potential penalties and interest. The Company strongly disagrees with the positions that the Italian Customs Agency has taken and therefore filed appeals with the Milan First Degree Tax Court ("MFDTC"). On May 5, 2015, the MFDTC issued a judgment in favor of the Company in relation to the first set of appeals (covering the period through 2010) and canceled the related assessments totaling €1.7 million (\$1.9 million). While the ruling was favorable to the Company, there can be no assurances that the Company's remaining appeals for 2011 through June 2012 will be successful or that the Italian Customs Agency will not appeal the favorable MFDTC judgment. It also continues to be possible that the Company will receive similar or even larger assessments for periods subsequent to June 2012 or other claims or charges related to the matter in the future.

Although the Company believes that it has a strong position and will continue to vigorously defend each of these remaining matters, it is unable to predict with certainty whether or not these efforts will ultimately be successful or whether the outcomes will have a material impact on the Company's financial position or results of operations.

The Company is also involved in various other claims and other matters incidental to the Company's business, the resolutions of which are not expected to have a material adverse effect on the Company's financial position or results of operations. No material amounts were accrued as of May 2, 2015 or January 31, 2015 related to any of the Company's legal proceedings.

(13) Defined Benefit Plans*Supplemental Executive Retirement Plan*

On August 23, 2005, the Board of Directors of the Company adopted a Supplemental Executive Retirement Plan (“SERP”) which became effective January 1, 2006. The SERP provides select employees who satisfy certain eligibility requirements with certain benefits upon retirement, termination of employment, death, disability or a change in control of the Company, in certain prescribed circumstances. Paul Marciano, Chief Executive Officer and Vice Chairman of the Board, is the only active employee participating in the SERP.

As a non-qualified pension plan, no dedicated funding of the SERP is required; however, the Company has made, and may continue to make, periodic payments into insurance policies held in a rabbi trust to fund the expected obligations arising under the non-qualified SERP. The amount of any future payments into the insurance policies may vary, depending on any changes to the estimates of final annual compensation levels and investment performance of the trust. The cash surrender values of the insurance policies were \$54.8 million and \$53.6 million as of May 2, 2015 and January 31, 2015, respectively, and were included in other assets in the Company’s condensed consolidated balance sheets. As a result of changes in the value of the insurance policy investments, the Company recorded unrealized gains of \$2.0 million and \$1.6 million in other income during the three months ended May 2, 2015 and May 3, 2014, respectively. During the three months ended May 2, 2015, the Company also recorded realized gains of \$0.7 million in other income resulting from payout on the insurance policies. The projected benefit obligation was \$61.9 million as of May 2, 2015 and January 31, 2015 and was included in accrued expenses and other long-term liabilities in the Company’s condensed consolidated balance sheets depending on the expected timing of payments. SERP benefit payments of \$0.4 million were made during the three months ended May 2, 2015. There were no SERP benefit payments made during the three months ended May 3, 2014.

The components of net periodic defined benefit pension cost for the three months ended May 2, 2015 and May 3, 2014 related to the SERP were as follows (in thousands):

	Three Months Ended	
	May 2, 2015	May 3, 2014
Interest cost	\$ 496	\$ 572
Net amortization of unrecognized prior service credit	(58)	(58)
Net amortization of actuarial losses	428	234
Net periodic defined benefit pension cost	<u>\$ 866</u>	<u>\$ 748</u>

Swiss Pension Plan

In accordance with local regulations, the Company also maintains a pension plan in Switzerland for certain of its employees. The plan is a government-mandated defined contribution plan that provides employees with a minimum investment return determined annually by the Swiss government, and as such, is treated under pension accounting in accordance with authoritative guidance. Under the plan, both the Company and certain of its employees with annual earnings in excess of government determined amounts are required to make contributions into a fund managed by an independent investment fiduciary. The Company’s contributions must be made in an amount at least equal to the employee’s contribution. Minimum employee contributions are based on the respective employee’s age, salary and gender. As of May 2, 2015 and January 31, 2015, the plan had a projected benefit obligation of CHF14.2 million (US\$15.2 million) and CHF13.9 million (US\$15.1 million), respectively, and plan assets held at the independent investment fiduciary of CHF11.8 million (US\$12.6 million) and CHF11.5 million (US\$12.5 million), respectively. The net liability of CHF2.4 million (US\$2.6 million) was included in other long-term liabilities in the Company’s condensed consolidated balance sheets as of May 2, 2015 and January 31, 2015. During the three months ended May 2, 2015, the Company recognized net periodic defined benefit pension cost of CHF0.4 million (US\$0.5 million) resulting from service cost and net amortization of actuarial losses related to the Swiss pension plan.

(14) Fair Value Measurements

Authoritative guidance defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The guidance establishes a fair value hierarchy, which prioritizes the inputs used in measuring fair value into three broad levels as follows:

Level 1—Inputs are unadjusted quoted prices in active markets for identical assets or liabilities that can be accessed at the measurement date.

Level 2—Inputs include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (i.e. interest rates, yield curves, etc.) and inputs that are derived principally from or corroborated by observable market data by correlation or other means (market corroborated inputs).

Level 3—Unobservable inputs that reflect assumptions about what market participants would use in pricing the asset or liability. These inputs would be based on the best information available, including the Company’s own data.

The following table presents the fair value hierarchy for those assets and liabilities measured at fair value on a recurring basis as of May 2, 2015 and January 31, 2015 (in thousands):

Recurring Fair Value Measures	Fair Value Measurements at May 2, 2015				Fair Value Measurements at Jan 31, 2015			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Assets:								
Foreign exchange currency contracts	\$ —	\$ 12,131	\$ —	\$ 12,131	\$ —	\$ 15,542	\$ —	\$ 15,542
Available-for-sale securities	29	—	—	29	36	—	—	36
Total	\$ 29	\$ 12,131	\$ —	\$ 12,160	\$ 36	\$ 15,542	\$ —	\$ 15,578
Liabilities:								
Foreign exchange currency contracts	\$ —	\$ 2,444	\$ —	\$ 2,444	\$ —	\$ —	\$ —	\$ —
Interest rate swap	—	218	—	218	—	270	—	270
Deferred compensation obligations	—	9,995	—	9,995	—	9,133	—	9,133
Total	\$ —	\$ 12,657	\$ —	\$ 12,657	\$ —	\$ 9,403	\$ —	\$ 9,403

There were no transfers of financial instruments between the three levels of fair value hierarchy during the three months ended May 2, 2015 or during the year ended January 31, 2015.

The fair values of the Company’s available-for-sale securities are based on quoted prices. The fair value of the interest rate swaps are based upon inputs corroborated by observable market data. Foreign exchange forward contracts are entered into by the Company principally to hedge the future payment of inventory and intercompany transactions by non-U.S. subsidiaries. Periodically, the Company may also use foreign currency forward contracts to hedge the translation and economic exposures related to its net investments in certain of its international subsidiaries. The fair values of the Company’s foreign exchange forward contracts are based on quoted foreign exchange forward rates at the reporting date. Deferred compensation obligations to employees are adjusted based on changes in the fair value of the underlying employee-directed investments. Fair value of these obligations is based upon inputs corroborated by observable market data.

Available-for-sale securities, which consist of marketable equity securities, are recorded at fair value and are included in other assets in the accompanying condensed consolidated balance sheets. As of May 2, 2015 and January 31, 2015, available-for-sale securities were minimal. Unrealized gains (losses), net of taxes, are included as a component of stockholders’ equity and comprehensive income (loss). As of May 2, 2015 and January 31, 2015, the accumulated unrealized losses, net of taxes, included in accumulated other comprehensive income (loss) related to available-for-sale securities owned by the Company were minimal. During the three months ended May 3, 2014, the Company received proceeds of \$0.6 million from the sale of marketable equity securities which were classified as available-for-sale securities. The cost of securities sold was based on the specific identification method. Gains recognized during the three months ended May 3, 2014 were \$0.1 million as a result of this sale and were included in other income.

The carrying amount of the Company's remaining financial instruments, which principally include cash and cash equivalents, trade receivables, accounts payable and accrued expenses, approximates fair value due to the relatively short maturity of such instruments. The fair values of the Company's debt instruments (see Note 9) are based on the amount of future cash flows associated with each instrument discounted using the Company's incremental borrowing rate. As of May 2, 2015 and January 31, 2015, the carrying value of all financial instruments was not materially different from fair value, as the interest rates on variable-rate debt including the capital lease obligation approximated rates currently available to the Company.

Long-Lived Assets

Long-lived assets, such as property and equipment, and purchased intangibles subject to amortization, are reviewed for impairment quarterly or whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The Company considers each individual store or concession as an asset group for impairment testing, which is the lowest level at which individual cash flows can be identified. The asset group includes leasehold improvements, furniture, fixtures and equipment, computer hardware and software and certain long-term security deposits and lease acquisition costs. The Company reviews retail locations in penetrated markets for impairment risk once the locations have been opened for at least one year in their current condition, or sooner as changes in circumstances require. The Company believes that waiting one year allows a store or concession to reach a maturity level where a more comprehensive analysis of financial performance can be performed. The Company evaluates impairment risk for retail locations in new markets, where the Company is in the early stages of establishing its presence, once the locations have been opened for at least two years. The Company believes that waiting two years allows for brand awareness to be established. The Company also evaluates impairment risk for retail locations that are expected to be closed in the foreseeable future.

An asset is considered to be impaired if the Company determines that the carrying value may not be recoverable based upon its assessment of the asset's ability to continue to generate earnings from operations and positive cash flow in future periods or if significant changes in the Company's strategic business objectives and utilization of the assets occurred. If the carrying amount of an asset exceeds its estimated undiscounted future cash flows, an impairment charge is recognized in the amount by which the carrying amount of the asset exceeds the estimated fair value, which is determined based on discounted future cash flows. The impairment loss calculations require management to apply judgment in estimating future cash flows and the discount rates that reflect the risk inherent in future cash flows. Future expected cash flows for store and concession assets are based on management's estimates of future cash flows over the remaining lease period or expected life, if shorter. For expected store and concession closures, the Company will evaluate whether it is necessary to shorten the useful life for any of the assets within the respective asset group. The Company will use this revised useful life when estimating the asset group's future cash flows. The Company considers historical trends, expected future business trends and other factors when estimating the future cash flow for each retail location. The Company also considers factors such as: the local environment for each retail location, including mall traffic and competition; the Company's ability to successfully implement strategic initiatives; and the ability to control variable costs such as cost of sales and payroll and, in some cases, renegotiate lease costs. The estimated cash flows used for this nonrecurring fair value measurement are considered a Level 3 input as defined above. If actual results are not consistent with the assumptions and judgments used in estimating future cash flows and asset fair values, there may be additional exposure to future impairment losses that could be material to the Company's results of operations.

The Company recorded impairment charges of \$1.1 million and \$0.2 million during the three months ended May 2, 2015 and May 3, 2014, respectively. The impairment charges related primarily to the full impairment of certain retail stores in North America resulting from under-performance or the exercise of kick-out options during each of the respective periods. These impairment charges were included in selling, general and administrative expenses in the Company's condensed consolidated statements of income (loss) for each of the respective periods.

(15) Derivative Financial Instruments

Hedging Strategy

The Company operates in foreign countries, which exposes it to market risk associated with foreign currency exchange rate fluctuations. The Company has entered into certain forward contracts to hedge the risk of foreign currency rate fluctuations. The Company has elected to apply the hedge accounting rules in accordance with authoritative guidance for certain of these hedges.

The Company's primary objective is to hedge the variability in forecasted cash flows due to the foreign currency risk. Various transactions that occur primarily in Europe, Canada, South Korea and Mexico are denominated in U.S. dollars and British pounds and thus are exposed to earnings risk as a result of exchange rate fluctuations when converted to their functional currencies. These types of transactions include U.S. dollar denominated purchases of merchandise and U.S. dollar and British pound denominated intercompany liabilities. In addition, certain operating expenses, tax liabilities and pension-related liabilities are denominated in Swiss francs and are exposed to earnings risk as a result of exchange rate fluctuations when converted to the functional currency. The Company enters into derivative financial instruments, including forward exchange contracts, to offset some but not all of the exchange risk on certain of these anticipated foreign currency transactions.

Periodically, the Company may also use foreign currency forward contracts to hedge the translation and economic exposures related to its net investments in certain of its international subsidiaries.

The impact of the credit risk of the counterparties to the derivative contracts is considered in determining the fair value of the foreign currency forward contracts. As of May 2, 2015, credit risk has not had a significant effect on the fair value of the Company's foreign currency contracts.

The Company also has interest rate swap agreements, which are not designated as hedges for accounting purposes, to effectively convert its floating-rate debt to a fixed-rate basis. The principal objective of these contracts is to eliminate or reduce the variability of the cash flows in interest payments associated with the Company's variable-rate capital lease obligation, thus reducing the impact of interest rate changes on future interest payment cash flows. Refer to Note 9 for further information.

Hedge Accounting Policy

U.S. dollar forward contracts are used to hedge forecasted merchandise purchases over specific months. Changes in the fair value of these U.S. dollar forward contracts, designated as cash flow hedges, are recorded as a component of accumulated other comprehensive income (loss) within stockholders' equity and are recognized in cost of product sales in the period which approximates the time the hedged merchandise inventory is sold. The Company also hedges forecasted intercompany royalties over specific months. Changes in the fair value of these U.S. dollar forward contracts, designated as cash flow hedges, are recorded as a component of accumulated other comprehensive income (loss) within stockholders' equity and are recognized in other income and expense in the period in which the royalty expense is incurred.

U.S. dollar forward contracts are also used to hedge the net investments of certain of the Company's international subsidiaries over specific months. Changes in the fair value of these U.S. dollar forward contracts, designated as net investment hedges, are recorded in foreign currency translation adjustment as a component of accumulated other comprehensive income (loss) within stockholders' equity and are not recognized in earnings until the sale or liquidation of the hedged net investment.

The Company also has foreign currency contracts that are not designated as hedging instruments for accounting purposes. Changes in fair value of foreign currency contracts not designated as hedging instruments are reported in net earnings (loss) as part of other income and expense.

Summary of Derivative Instruments

The fair value of derivative instruments in the condensed consolidated balance sheets as of May 2, 2015 and January 31, 2015 was as follows (in thousands):

	Derivative Balance Sheet Location	Fair Value at May 2, 2015	Fair Value at Jan 31, 2015
ASSETS:			
Derivatives designated as hedging instruments:			
Foreign exchange currency contracts:			
Cash flow hedges	Other current assets	\$ 3,255	\$ 6,597
Derivatives not designated as hedging instruments:			
Foreign exchange currency contracts	Other current assets	8,876	8,945
Total		<u>\$ 12,131</u>	<u>\$ 15,542</u>
LIABILITIES:			
Derivatives designated as hedging instruments:			
Foreign exchange currency contracts:			
Cash flow hedges	Accrued expenses	\$ 1,514	\$ —
Derivatives not designated as hedging instruments:			
Foreign exchange currency contracts	Accrued expenses	930	—
Interest rate swaps	Accrued expenses/ Other long-term liabilities	218	270
Total derivatives not designated as hedging instruments		<u>1,148</u>	<u>270</u>
Total		<u>\$ 2,662</u>	<u>\$ 270</u>

Derivatives Designated as Hedging Instruments

Cash Flow Hedges

During the three months ended May 2, 2015, the Company purchased U.S. dollar forward contracts in Canada and Europe totaling US\$40.5 million and US\$29.7 million, respectively, to hedge forecasted merchandise purchases and intercompany royalties that were designated as cash flow hedges. As of May 2, 2015, the Company had forward contracts outstanding for its European and Canadian operations of US\$66.0 million and US\$55.5 million, respectively, which are expected to mature over the next 13 months.

The following table summarizes the gains (losses) before taxes recognized on the derivative instruments designated as cash flow hedges in OCI and net earnings (loss) for the three months ended May 2, 2015 and May 3, 2014 (in thousands):

	Loss Recognized in OCI		Location of Gain (Loss) Reclassified from Accumulated OCI into Earnings (Loss)(1)	Gain (Loss) Reclassified from Accumulated OCI into Earnings (Loss)	
	Three Months Ended May 2, 2015	Three Months Ended May 3, 2014		Three Months Ended May 2, 2015	Three Months Ended May 3, 2014
Derivatives designated as cash flow hedges:					
Foreign exchange currency contracts	\$ (1,147)	\$ (2,572)	Cost of product sales	\$ 1,750	\$ (494)
Foreign exchange currency contracts	\$ (148)	\$ (107)	Other income/expense	\$ 486	\$ (31)

(1) The ineffective portion was immaterial during the three months ended May 2, 2015 and May 3, 2014 and was recorded in net earnings (loss) and included in interest income/expense.

As of May 2, 2015, accumulated other comprehensive income (loss) included a net unrealized gain of approximately \$4.3 million, net of tax, of which \$4.4 million will be recognized in cost of product sales or other income over the following 12 months, at the then current values on a pre-tax basis, which can be different than the current quarter-end values.

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The following table summarizes net after-tax derivative activity recorded in accumulated other comprehensive income (loss) (in thousands):

	Three Months Ended	
	May 2, 2015	May 3, 2014
Beginning balance gain (loss)	\$ 7,157	\$ (113)
Net losses from changes in cash flow hedges	(926)	(2,058)
Net (gains) losses reclassified to earnings (loss)	(1,935)	504
Ending balance gain (loss)	<u>\$ 4,296</u>	<u>\$ (1,667)</u>

At January 31, 2015, the Company had forward contracts outstanding for its European and Canadian operations of US\$50.8 million and US\$24.5 million, respectively, that were designated as cash flow hedges.

Derivatives Not Designated as Hedging Instruments

As of May 2, 2015, the Company had euro foreign currency contracts to purchase US\$93.4 million expected to mature over the next 12 months and Canadian dollar foreign currency contracts to purchase US\$19.6 million expected to mature over the next eight months.

The following table summarizes the gains (losses) before taxes recognized on the derivative instruments not designated as hedging instruments in other income and expense for the three months ended May 2, 2015 and May 3, 2014 (in thousands):

	Location of Gain (Loss) Recognized in Earnings (Loss)	Gain (Loss) Recognized in Earnings (Loss)	
		Three Months Ended	Three Months Ended
		May 2, 2015	May 3, 2014
Derivatives not designated as hedging instruments:			
Foreign exchange currency contracts	Other income/expense	\$ (701)	\$ (2,789)
Interest rate swaps	Other income/expense	\$ 49	\$ 75

At January 31, 2015, the Company had euro foreign currency contracts to purchase US\$59.3 million and Canadian dollar foreign currency contracts to purchase US\$19.9 million.

(16) Subsequent Events

On June 2, 2015, the Company announced a regular quarterly cash dividend of \$0.225 per share on the Company's common stock. The cash dividend will be paid on July 3, 2015 to shareholders of record as of the close of business on June 17, 2015.

ITEM 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.

General

Unless the context indicates otherwise, when we refer to “we,” “us,” “our” or the “Company” in this Form 10-Q, we are referring to Guess?, Inc. (“GUESS?”) and its subsidiaries on a consolidated basis.

Important Factors Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q, including documents incorporated by reference herein, contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements may also be contained in the Company’s other reports filed under the Securities Exchange Act of 1934, as amended, in its press releases and in other documents. In addition, from time-to-time, the Company through its management may make oral forward-looking statements. These statements relate to analyses and other information based on forecasts of future results and estimates of amounts not yet determinable. These statements also relate to our goals, future prospects and proposed new products, services, developments or business strategies. These forward-looking statements are identified by their use of terms and phrases such as “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “goal,” “intend,” “may,” “outlook,” “pending,” “plan,” “predict,” “project,” “strategy,” “will,” “would,” and other similar terms and phrases, including references to assumptions.

Although we believe that the expectations reflected in any of our forward-looking statements are reasonable, actual results could differ materially from those projected or assumed. These forward-looking statements may include, among other things, statements relating to our expected results of operations, the accuracy of data relating to, and anticipated levels of, future inventory and gross margins, anticipated cash requirements and sources, cost containment efforts, restructuring charges, estimated charges, plans regarding store openings, closings and remodels, plans regarding business growth and international expansion, plans regarding supply chain efficiencies and global planning and allocation, e-commerce and omni-channel initiatives, business seasonality, results of litigation, industry trends, consumer demands and preferences, competition, currency fluctuations and related impacts, estimated tax rates, results of tax audits and other regulatory proceedings, raw material and other inflationary cost pressures, consumer confidence and general economic conditions. We do not intend, and undertake no obligation, to update our forward-looking statements to reflect future events or circumstances. Such statements involve risks and uncertainties, which may cause actual results to differ materially from those set forth in these statements. Important factors that could cause or contribute to such differences include those discussed under “Part I, Item 1A. Risk Factors” contained in the Company’s most recent Annual Report on Form 10-K for the fiscal year ended January 31, 2015 and in our other filings made from time-to-time with the Securities and Exchange Commission (“SEC”) after the date of this report.

Business Segments

The Company’s businesses are grouped into five reportable segments for management and internal financial reporting purposes: North American Retail, Europe, Asia, North American Wholesale and Licensing. The Company’s operating segments are the same as its reportable segments. Management evaluates segment performance based primarily on revenues and earnings (loss) from operations before restructuring charges, if any. The Company believes this segment reporting reflects how its five business segments are managed and each segment’s performance is evaluated by the Company’s chief operating decision maker to assess performance and make resource allocation decisions. The North American Retail segment includes the Company’s retail and e-commerce operations in North America and its retail operations in Central and South America. The Europe segment includes the Company’s wholesale, retail and e-commerce operations in Europe and the Middle East. The Asia segment includes the Company’s wholesale, retail and e-commerce operations in Asia. The North American Wholesale segment includes the Company’s wholesale operations in North America and Central and South America. The Licensing segment includes the worldwide licensing operations of the Company. The business segment operating results exclude corporate overhead costs, which consist of shared costs of the organization, and restructuring charges. These costs are presented separately and generally include, among other things, the following unallocated corporate costs: accounting and finance, executive compensation, facilities, global

advertising and marketing, human resources, information technology and legal. Information regarding these segments is summarized in Note 8 to the Condensed Consolidated Financial Statements.

Products

We derive our net revenue from the sale of GUESS?, G by GUESS, GUESS Kids and MARCIANO apparel and our licensees' products through our worldwide network of retail stores, wholesale customers and distributors, as well as our online sites. We also derive royalty revenue from worldwide licensing activities.

Global Economic Conditions

Economic and market conditions have continued to be volatile and uncertain in many markets around the world and consumer behavior remains cautious. In North America, highly promotional conditions among retailers and softer mall traffic may persist for some time. In Europe, government austerity programs and bank credit issues have impacted the capital markets of numerous European countries, resulting in reduced consumer confidence and lower discretionary spending in those countries. These circumstances have had, and could in the future have, a negative impact on our business, particularly in our more mature markets in Southern Europe. When these conditions occur, the impact is greater in our multi-brand wholesale channel, particularly in Italy, where many customers are relatively small and are not well capitalized. While the economic environment in Southern Europe has shown signs of improvement, the recovery is still vulnerable. In addition, the geopolitical tension in Russia and Ukraine has impacted economic sentiment and could continue to negatively impact our business. We are also seeing evidence of a more cautious consumer in China and South Korea due to the macro-economic conditions in these countries.

Foreign Currency Volatility

Since the majority of our international operations are conducted in currencies other than the U.S. dollar (primarily the euro, Canadian dollar, Korean won and Mexican peso), currency fluctuations can have a significant impact on the translation of our international revenues and earnings (loss) into U.S. dollar amounts.

In addition, some of our transactions that occur primarily in Europe, Canada, South Korea and Mexico are denominated in U.S. dollars, Swiss francs and British pounds, exposing them to exchange rate fluctuations when these transactions (such as inventory purchases) are converted to their functional currencies. As a result, fluctuations in exchange rates can impact the operating margins of our foreign operations and reported earnings (loss), largely dependent on the transaction timing and magnitude during the period that the currency fluctuates. When these foreign exchange rates weaken versus the U.S. dollar at the time U.S. dollar denominated inventory is purchased relative to the purchases of the comparable period, our product margins could be unfavorably impacted if the relative sales prices do not change.

During the first three months of fiscal 2016, the average U.S. dollar rate was stronger against the euro, the Canadian dollar and the Korean won compared to the average rate in the same prior-year period. As a result, our product margins in Canada and Europe were negatively impacted by exchange rate fluctuations for the three months ended May 2, 2015 compared to the same prior-year period. There was also an overall negative impact on the translation of our international revenues and a positive impact on the translation of our earnings from operations for the three months ended May 2, 2015 compared to the same prior-year period.

If the U.S. dollar remains strong relative to the respective fiscal 2015 foreign exchange rates, we expect that foreign exchange will have a significant negative impact on our revenues and operating results as well as our international cash and other balance sheet items, particularly in Europe and Canada during the remainder of fiscal 2016.

The Company enters into derivative financial instruments to offset some but not all of the exchange risk on foreign currency transactions. For additional discussion regarding our exposure to foreign currency risk, forward contracts designated as hedging instruments and forward contracts not designated as hedging instruments, refer to "Item 3. Quantitative and Qualitative Disclosures About Market Risk."

Strategy

Omni-Channel Strategy. We continue to emphasize our e-commerce channel globally as we execute our omni-channel strategy that allows customers to shop seamlessly in retail stores, online and through mobile devices. We have already deployed certain initiatives in the U.S. including “reserve online, pick-up in stores” and “order from store” as well as mobile optimized commerce sites and smartphone applications. We have also developed our in-store fulfillment capabilities which optimize inventory located in our U.S. and Canadian retail stores. In the U.S. and Canada, e-commerce orders may be fulfilled from our distribution centers, or from our retail stores, or both, and retail store sales may be fulfilled from one of our numerous retail store locations or from our distribution centers. We have begun to deploy similar omni-channel strategies in certain international markets, leveraging our existing technology and experience.

Product Integration. In North America, we are expanding the integration of our MARCIANO product line into our GUESS? stores and expect to almost double the number of stores that will feature MARCIANO products by the end of fiscal 2016. In addition, MARCIANO products are now available for purchase on both the MARCIANO and GUESS? websites in the U.S. and Canada. We expect this to elevate our product offering both in-store and online by offering our customer a range of selection that enhances the GUESS? brand experience. Our MARCIANO product is already integrated into our GUESS? stores in Europe and Asia. In North America, we have also integrated our G by GUESS products into our GUESS? Factory stores, leveraging support functions and expertise to gain additional synergies.

Store Portfolio Rationalization. We plan to increase the profitability for our brick-and-mortar locations over the long-term by improving the productivity and performance of our existing stores. For North America, in light of the changing retail landscape and the shifting of consumer purchases towards e-commerce, we have conducted an analysis of our existing store portfolio and have identified certain stores which are under-performing (or no longer appropriately positioned) that we plan to exit before the end of fiscal 2016 through a combination of lease expirations and kick-outs. Including these stores, roughly half of our retail store leases in the U.S. and Canada will come up for renewal or kick-out in the next three years, providing us with the flexibility to further optimize our retail footprint as needed in the coming years. We plan to take a similar approach in Europe and Asia as well, although on a smaller scale.

Business Portfolio. We plan to improve overall profitability by evaluating the different businesses in our global portfolio and reducing the size and cost structure of the less profitable ones, while directing capital investments to those with more profit potential. As part of this strategy, we are phasing out our G by GUESS concept in South Korea to concentrate on improving the performance of our GUESS? brand.

Capital Allocation

The Company’s investments in capital for the full fiscal year 2016 are planned between \$55 million and \$65 million (after deducting estimated lease incentives of approximately \$4 million). The planned investments in capital are primarily for store remodeling programs, targeted new store openings and investments in maintaining and improving our infrastructure (primarily information and operating systems).

Comparable Store Sales

As a result of our omni-channel strategy, our e-commerce business has become strongly intertwined with our brick-and-mortar retail store business. Therefore, we believe that the inclusion of e-commerce sales in our comparable store sales metric provides a more meaningful representation of our retail results. In the first quarter of fiscal 2015, the Company began including the results of our e-commerce sites in our quarterly comparable store sales results for our stores in the U.S. and Canada, where e-commerce operations are more significant. We also continue to separately report the impact of e-commerce sales on our comparable store sales metric.

Sales from our brick-and-mortar retail stores include purchases that are initiated, paid for and fulfilled at our retail stores as well as merchandise that is reserved online but paid for and picked-up at our retail stores. Sales from our e-commerce sites include purchases that are initiated and paid for online and shipped from either our distribution centers or our retail stores as well as purchases that are initiated in a retail store, but due to inventory

availability at the retail store, are ordered and paid for online and shipped from our distribution centers or a different retail store.

Store sales are considered comparable after the store has been open for 13 full months. If a store remodel results in a square footage change of more than 15%, or involves a relocation or a change in store concept, the store sales are removed from the comparable store base until the store has been opened at its new size, in its new location or under its new concept for 13 full months. E-commerce sales are considered comparable after the online site has been operational in a country for 13 full months and exclude any related revenue from shipping fees.

Definitions and calculations of comparable store sales used by the Company may differ from similarly titled measures reported by other companies.

Other

The Company operates on a 52/53-week fiscal year calendar, which ends on the Saturday nearest to January 31 of each year. The three months ended May 2, 2015 had the same number of days as the three months ended May 3, 2014.

Executive Summary

Overview

Net earnings attributable to Guess?, Inc. was \$3.3 million, or diluted earnings of \$0.04 per common share, for the quarter ended May 2, 2015, compared to net loss attributable to Guess?, Inc. of \$2.1 million, or diluted loss of \$0.03 per common share, for the quarter ended May 3, 2014.

Highlights of the Company's performance for the quarter ended May 2, 2015 compared to the same prior-year period are presented below, followed by a more comprehensive discussion under "Results of Operations":

Operations

- Total net revenue decreased 8.4% to \$478.8 million for the quarter ended May 2, 2015, compared to \$522.5 million in the same prior-year period. In constant currency, net revenue was relatively flat compared to the same prior-year period.
- Gross margin (gross profit as a percentage of total net revenue) increased 90 basis points to 34.6% for the quarter ended May 2, 2015, compared to 33.7% in the same prior-year period.
- Selling, general and administrative ("SG&A") expenses decreased 9.6% to \$161.1 million for the quarter ended May 2, 2015, compared to \$178.2 million in the same prior-year period. SG&A expenses as a percentage of total net revenue ("SG&A rate") decreased by 40 basis points to 33.7% for the quarter ended May 2, 2015, compared to 34.1% in the same prior-year period.
- Earnings from operations was \$4.4 million for the quarter ended May 2, 2015, compared to loss from operations of \$2.0 million in the same prior-year period. Operating margin increased by 130 basis points to 0.9% for the quarter ended May 2, 2015, compared to negative 0.4% in the same prior-year period.
- Other income, net (including interest income and expense), totaled \$2.5 million for the quarter ended May 2, 2015, compared to other expense, net of \$1.2 million in the same prior-year period.
- The effective income tax rate increased 950 basis points to 41.5% for the quarter ended May 2, 2015, compared to 32.0% in the same prior-year period.

Key Balance Sheet Accounts

- The Company had \$459.1 million in cash and cash equivalents as of May 2, 2015. There were no short-term investments as of May 2, 2015. This compares to cash and cash equivalents and short-term investments of \$477.5 million at May 3, 2014.
- Accounts receivable, which relates primarily to the Company's wholesale business in Europe, and to a lesser extent, to its wholesale businesses in North America and Asia and its international licensing

business, decreased by \$21.8 million, or 10.0%, to \$195.7 million as of May 2, 2015, compared to \$217.5 million at May 3, 2014. On a constant currency basis, accounts receivable increased by \$11.2 million, or 5.2%.

- Inventory decreased by \$46.3 million, or 12.4%, to \$327.1 million as of May 2, 2015, compared to \$373.4 million at May 3, 2014. On a constant currency basis, inventory decreased by \$6.4 million, or 1.7%.

Global Store Count

In the first quarter of fiscal 2016, together with our partners, we opened 26 new stores worldwide, consisting of 15 stores in Europe and the Middle East, ten stores in Asia and one store in South America. Together with our partners, we closed 27 stores worldwide, consisting of 11 stores in the U.S. and Canada, seven stores in Asia, six stores in Europe and the Middle East and three stores in Central and South America.

We ended the first quarter of fiscal 2016 with 1,667 stores worldwide, comprised as follows:

Region	Total Stores	Directly Operated Stores	Licensee Stores
United States and Canada	470	470	—
Europe and the Middle East	605	267	338
Asia	499	52	447
Central and South America	93	42	51
Total	1,667	831	836

This store count does not include 478 concessions located primarily in South Korea and Greater China, which have been excluded because of their smaller store size in relation to our standard international store size. Of the total 1,667 stores, 1,249 were GUESS? stores, 251 were GUESS? Accessories stores, 88 were G by GUESS stores and 79 were MARCIANO stores.

Results of Operations

Three Months Ended May 2, 2015 and May 3, 2014

Consolidated Results

Net Revenue. Net revenue decreased by \$43.7 million, or 8.4%, to \$478.8 million for the quarter ended May 2, 2015, from \$522.5 million for the quarter ended May 3, 2014. In constant currency, net revenue was relatively flat as currency translation fluctuations relating to our foreign operations unfavorably impacted net revenue by \$43.6 million compared to the same prior-year period. The negative impact on revenue from negative comparable store sales in North American Retail was mostly offset by higher shipments in our European wholesale business and the favorable impact on revenue from productivity improvements in our European retail business.

Gross Profit. Gross profit decreased by \$10.7 million, or 6.1%, to \$165.5 million for the quarter ended May 2, 2015, from \$176.2 million in the same prior-year period. The decline in gross profit was due primarily to the unfavorable impact of currency translation.

Gross margin increased 90 basis points to 34.6% for the quarter ended May 2, 2015, from 33.7% in the same prior-year period. The increase was due to favorable impact from business and segment mix and less markdowns and higher initial mark-ups in North American Retail, partially offset by the negative impact on the fixed cost structure resulting from negative comparable store sales in North American Retail and the unfavorable impact from currency exchange rate fluctuations.

The Company's gross margin may not be comparable to that of other entities since some entities include all of the costs related to their distribution in cost of product sales and others, like the Company, generally exclude wholesale-related distribution costs from gross margin, including them instead in SG&A expenses. Additionally, some entities include retail store occupancy costs in SG&A expenses and others, like the Company, include retail store occupancy costs, including rent and depreciation, in cost of product sales.

Selling, General and Administrative Expenses. SG&A expenses decreased by \$17.1 million, or 9.6%, to \$161.1 million for the quarter ended May 2, 2015, from \$178.2 million in the same prior-year period. The decrease in SG&A expenses was due primarily to the favorable impact of currency translation.

The Company's SG&A rate decreased by 40 basis points to 33.7% for the quarter ended May 2, 2015, from 34.1% in the same prior-year period, due primarily to the favorable impact from segment mix.

Earnings (Loss) from Operations. Earnings from operations was \$4.4 million for the quarter ended May 2, 2015, compared to loss from operations of \$2.0 million in the same prior-year period. Currency translation fluctuations relating to our foreign operations favorably impacted earnings from operations by \$1.2 million.

Operating margin increased 130 basis points to 0.9% for the quarter ended May 2, 2015, compared to negative 0.4% in the same prior-year period. The increase in operating margin was driven by higher overall gross margins and a lower SG&A rate compared to the same prior-year period.

Interest Expense, Net. Interest expense, net was \$0.2 million for the quarter ended May 2, 2015, compared to \$0.1 million for the quarter ended May 3, 2014 and includes the impact of hedge ineffectiveness of foreign currency forward contracts designated as cash flow hedges.

Other Income (Expense), Net. Other income, net was \$2.6 million for the quarter ended May 2, 2015, compared to other expense, net of \$1.1 million in the same prior-year period. Other income, net in the quarter ended May 2, 2015 consisted primarily of net unrealized and realized gains on non-operating assets. Other expense, net in the quarter ended May 3, 2014 consisted primarily of net unrealized and realized mark-to-market revaluation losses on foreign currency contracts, partially offset by net unrealized gains on non-operating assets.

Income Tax Expense (Benefit). Income tax expense for the quarter ended May 2, 2015 was \$2.8 million, or a 41.5% effective tax rate, compared to income tax benefit of \$1.0 million, or a 32.0% effective tax rate, in the same prior-year period. Generally, income taxes for the interim periods are computed using the effective tax rate estimated to be applicable for the full fiscal year which is subject to ongoing review and evaluation by management. The increase in effective tax rate was due primarily to a larger mix of taxable income in higher taxable jurisdictions during the three months ended May 2, 2015 compared to the same prior-year period.

Net Earnings (Loss) Attributable to Noncontrolling Interests. Net earnings attributable to noncontrolling interests for the quarter ended May 2, 2015 was \$0.6 million, net of taxes, compared to net loss attributable to noncontrolling interests of \$0.1 million, net of taxes, in the same prior-year period.

Net Earnings (Loss) Attributable to Guess?, Inc. Net earnings attributable to Guess?, Inc. was \$3.3 million for the quarter ended May 2, 2015, compared to net loss attributable to Guess?, Inc. of \$2.1 million in the same prior-year period. Diluted earnings per share was \$0.04 for the quarter ended May 2, 2015, compared to diluted loss per share of \$0.03 for the quarter ended May 3, 2014.

Information by Business Segment

The following table presents our net revenue and earnings (loss) from operations by segment for the three months ended May 2, 2015 and May 3, 2014 (dollars in thousands):

	Three Months Ended		Change	% Change
	May 2, 2015	May 3, 2014		
Net revenue:				
North American Retail	\$ 214,249	\$ 228,344	\$ (14,095)	(6.2%)
Europe	137,397	159,158	(21,761)	(13.7)
Asia	64,035	70,118	(6,083)	(8.7)
North American Wholesale	37,278	39,308	(2,030)	(5.2)
Licensing	25,865	25,613	252	1.0
Total net revenue	<u>\$ 478,824</u>	<u>\$ 522,541</u>	<u>\$ (43,717)</u>	<u>(8.4%)</u>
Earnings (loss) from operations:				
North American Retail	\$ (7,209)	\$ (8,399)	\$ 1,190	14.2%
Europe	(3,668)	(6,632)	2,964	44.7
Asia	4,613	3,353	1,260	37.6
North American Wholesale	6,747	7,753	(1,006)	(13.0)
Licensing	23,025	22,721	304	1.3
Corporate Overhead	(19,155)	(20,773)	1,618	(7.8)
Total earnings (loss) from operations	<u>\$ 4,353</u>	<u>\$ (1,977)</u>	<u>\$ 6,330</u>	<u>320.2%</u>
Operating margins:				
North American Retail	(3.4%)	(3.7%)		
Europe	(2.7%)	(4.2%)		
Asia	7.2%	4.8%		
North American Wholesale	18.1%	19.7%		
Licensing	89.0%	88.7%		
Total Company	0.9%	(0.4%)		

North American Retail

Net revenue from our North American Retail operations decreased by \$14.1 million, or 6.2%, to \$214.2 million for the quarter ended May 2, 2015, from \$228.3 million in the same prior-year period. The decrease in revenue was driven by negative comparable store sales (including e-commerce) of 5.9% in the U.S. and Canada and negative 3.8% in constant currency, which also excludes the unfavorable translation impact of currency fluctuations relating to our Canadian retail stores and e-commerce sites. E-commerce sales increased by \$2.2 million, or 13.8%, to \$18.2 million for the quarter ended May 2, 2015, from \$16.0 million in the same prior-year period. The inclusion of our e-commerce sales improved the comparable store sale percentage by 1.6% in U.S. dollars and constant currency. The store base for the U.S. and Canada decreased by an average of 18 net stores during the quarter ended May 2, 2015 compared to the same prior-year period, resulting in a 2.3% net decrease in average square footage. Currency translation fluctuations relating to our non-U.S. retail stores and e-commerce sites unfavorably impacted net revenue by \$5.4 million.

Operating margin increased 30 basis points to negative 3.4% for the quarter ended May 2, 2015, compared to negative 3.7% in the same prior-year period, driven by higher gross margins, partially offset by a higher SG&A rate. The higher gross margins were driven primarily by less markdowns and higher initial mark-ups, partially offset by the negative impact on the fixed cost structure resulting from negative comparable store sales and the unfavorable impact from currency exchange rate fluctuations in Canada. The higher SG&A rate was due primarily to the negative impact on the fixed cost structure resulting from negative comparable store sales.

Loss from operations from our North American Retail segment decreased by \$1.2 million, or 14.2%, to \$7.2 million for the quarter ended May 2, 2015, from \$8.4 million in the same prior-year period. The improvement reflects the impact on earnings from lower store occupancy costs and higher product margins, partially offset by the negative impact on earnings from negative comparable store sales. Currency translation fluctuations relating to our non-U.S. retail stores and e-commerce sites favorably impacted loss from operations by \$0.6 million.

In the first quarter of fiscal 2016, we closed 11 stores in the U.S. and Canada. As of May 2, 2015, we directly operated 470 stores in the U.S. and Canada, comprised of 169 full-priced GUESS? retail stores, 142 GUESS? factory outlet stores, 69 G by GUESS stores, 47 GUESS? Accessories stores and 43 MARCIANO stores. This compares to 491 stores at May 3, 2014.

Europe

Net revenue from our Europe operations decreased by \$21.8 million, or 13.7%, to \$137.4 million for the quarter ended May 2, 2015, from \$159.2 million in the same prior-year period. In constant currency, net revenue increased by 7.5%, driven primarily by higher shipments in our European wholesale business and the favorable impact on revenue from productivity improvements in our directly operated retail stores versus the same prior-year period. Our European wholesale business was favorably impacted by a shift of orders delivered in the first quarter of fiscal 2016 which would have normally been delivered in the fourth quarter of fiscal 2015. As of May 2, 2015, we directly operated 267 stores in Europe compared to 264 stores at May 3, 2014, excluding concessions, which represents a 1.1% increase over the prior-year first quarter end. Currency translation fluctuations relating to our European operations unfavorably impacted net revenue by \$33.7 million.

Operating margin increased 150 basis points to negative 2.7% for the quarter ended May 2, 2015, compared to negative 4.2% in the same prior-year period. The increase in operating margin was driven by higher gross margins and a lower SG&A rate. Gross margins were positively impacted by a lower occupancy rate due to higher wholesale shipments. The lower SG&A rate was driven primarily by the favorable impact on the fixed cost structure resulting from higher wholesale shipments, partially offset by higher store closure costs compared to the same prior-year period.

Loss from operations from our Europe segment decreased by \$3.0 million, or 44.7%, to \$3.7 million for the quarter ended May 2, 2015, from \$6.6 million in the same prior-year period. The improvement resulted primarily from the favorable impact on earnings from higher wholesale shipments and productivity improvements in our directly operated retail business, partially offset by higher store closure costs compared to the same prior-year period. Currency translation fluctuations relating to our European operations favorably impacted loss from operations by \$1.1 million.

Asia

Net revenue from our Asia operations decreased by \$6.1 million, or 8.7%, to \$64.0 million for the quarter ended May 2, 2015, from \$70.1 million in the same prior-year period. In constant currency, net revenue decreased by 6.0%, driven primarily by negative comparable store sales in our directly operated retail stores in South Korea versus the same prior-year period. As of May 2, 2015, we and our partners operated 499 stores and 471 concessions in Asia, compared to 497 stores and 501 concessions at May 3, 2014. Currency translation fluctuations relating to our Asia operations unfavorably impacted net revenue by \$1.9 million.

Operating margin increased 240 basis points to 7.2% for the quarter ended May 2, 2015, compared to 4.8% in the same prior-year period. The increase in operating margin was driven by lower SG&A expenses resulting primarily from lower investments in advertising and marketing as well as overall leveraging of expenses as we phase out of our G by GUESS concept in South Korea.

Earnings from operations from our Asia segment increased by \$1.3 million, or 37.6%, to \$4.6 million for the quarter ended May 2, 2015, from \$3.4 million in the same prior-year period. The increase was driven by lower SG&A expenses, partially offset by the negative impact on earnings from negative comparable store sales in South Korea.

North American Wholesale

Net revenue from our North American Wholesale operations decreased by \$2.0 million, or 5.2%, to \$37.3 million for the quarter ended May 2, 2015, from \$39.3 million in the same prior-year period. In constant currency, net revenue increased by 1.4% compared to the same prior-year period. Currency translation fluctuations relating to our non-U.S. wholesale businesses unfavorably impacted net revenue by \$2.6 million.

Operating margin decreased 160 basis points to 18.1% for the quarter ended May 2, 2015, compared to 19.7% in the same prior-year period. The decrease in operating margin was due primarily to lower product margins driven primarily by an unfavorable business mix in our U.S. wholesale operations and the unfavorable impact from currency exchange rate fluctuations in Canada compared to the same prior-year period.

Earnings from operations from our North American Wholesale segment decreased by \$1.0 million, or 13.0%, to \$6.7 million for the quarter ended May 2, 2015, from \$7.8 million in the same prior-year period. The decrease was due primarily to the unfavorable impact to earnings from lower overall gross margins. Currency translation fluctuations relating to our non-U.S. wholesale businesses unfavorably impacted earnings from operations by \$0.5 million.

Licensing

Net royalty revenue from our Licensing operations increased by \$0.3 million, or 1.0%, to \$25.9 million for the quarter ended May 2, 2015, from \$25.6 million in the same prior-year period.

Earnings from operations from our Licensing segment increased by \$0.3 million, or 1.3%, to \$23.0 million for the quarter ended May 2, 2015, from \$22.7 million in the same prior-year period.

Corporate Overhead

Unallocated corporate overhead decreased by \$1.6 million to \$19.2 million for the quarter ended May 2, 2015, from \$20.8 million in the same prior-year period. The decrease was driven primarily by lower professional fees and fewer events.

Non-GAAP Measures

The Company's reported financial results are presented in accordance with GAAP. Our discussion and analysis herein also includes certain "non-GAAP" constant currency financial information. The Company believes that these "non-GAAP" financial measures are useful as an additional means for investors to evaluate the comparability of the Company's operating results when reviewed in conjunction with the Company's GAAP financial statements. The non-GAAP measures are provided in addition to, and not as alternatives for, the Company's reported GAAP results.

Foreign currency exchange rate fluctuations affect the amount reported from translating the Company's foreign revenue, expenses and balance sheet amounts into U.S. dollars. These rate fluctuations can have a significant effect on reported operating results under GAAP. The Company provides constant currency information to enhance the visibility of underlying business trends, excluding the effects of changes in foreign currency translation rates. To calculate revenues and earnings (loss) from operations on a constant currency basis, operating results for the current-year period are translated into U.S. dollars at the average exchange rates in effect during the comparable period of the prior year. To calculate balance sheet amounts on a constant currency basis, the current period balance sheet amount is translated into U.S. dollars at the exchange rate in effect at the comparable prior-year period end. The constant currency calculations do not adjust for the impact of revaluing specific transactions denominated in a currency that is different to the functional currency of that entity when exchange rates fluctuate. The constant currency information presented may not be comparable to similarly titled measures reported by other companies.

Liquidity and Capital Resources

We need liquidity primarily to fund our working capital, the remodeling and expansion of our retail stores, shop-in-shop programs, concessions, systems, infrastructure, other existing operations, international growth, potential acquisitions, potential share repurchases and payment of dividends to our stockholders. During the three months ended May 2, 2015, the Company relied primarily on trade credit, available cash, real estate and other operating leases, short-term lines of credit and internally generated funds to finance our operations, dividends and expansion. The Company anticipates that we will be able to satisfy our ongoing cash requirements during the next twelve months for working capital, capital expenditures, interest and principal payments on our debt, potential acquisitions, potential share repurchases and any dividend payments to stockholders, primarily with

cash flow from operations and existing cash balances supplemented by borrowings, as necessary, under our existing Credit Facility and bank facilities in Europe, as described below under “—Credit Facilities.”

As of May 2, 2015, the Company had cash and cash equivalents of \$459.1 million. Approximately 63% of the Company’s cash and cash equivalents were held outside of the U.S. As of May 2, 2015, we have not provided for U.S. federal and state income taxes on the undistributed earnings of our foreign subsidiaries, since such earnings are considered indefinitely reinvested outside the U.S. If in the future we decide to repatriate such earnings, we would incur incremental U.S. federal and state income taxes, reduced by allowable foreign tax credits. However, our intent is to keep these funds indefinitely reinvested outside of the U.S. and our current plans do not indicate a need to repatriate them to fund our U.S. operations. Due to the complexities associated with the hypothetical calculation, including the availability of foreign tax credits, it is not practicable to determine the unrecognized deferred tax liability related to the undistributed earnings.

Excess cash and cash equivalents, which represent the majority of our outstanding cash and cash equivalents balance, are held primarily in overnight deposit and short-term time deposit accounts and three diversified money market funds. The money market funds are AAA rated by national credit rating agencies and are generally comprised of high-quality, liquid investments. Please see “—Important Factors Regarding Forward-Looking Statements” and “Part I, Item 1A. Risk Factors” contained in the Company’s most recent Annual Report on Form 10-K for the fiscal year ended January 31, 2015 for a discussion of risk factors which could reasonably be likely to result in a decrease of internally generated funds available to finance capital expenditures and working capital requirements.

The Company has presented below the cash flow performance comparison of the three months ended May 2, 2015, versus the three months ended May 3, 2014.

Operating Activities

Net cash provided by operating activities was \$9.1 million for the three months ended May 2, 2015, compared to net cash used in operating activities of \$0.2 million for the three months ended May 3, 2014, or an increase of \$9.3 million. The increase was driven primarily by the favorable impact of changes in working capital and higher net earnings, partially offset by lower non-cash adjustments for the three months ended May 2, 2015 versus the same prior-year period. The change in working capital was driven primarily by the favorable impact from timing of payments and improved inventory management, partially offset by the negative impact from timing of European wholesale shipments during the three months ended May 2, 2015 compared to the same prior-year period.

Investing Activities

Net cash used in investing activities was \$10.5 million for the three months ended May 2, 2015, compared to \$17.1 million for the three months ended May 3, 2014. Cash used in investing activities related primarily to capital expenditures incurred on existing store remodeling programs. In addition, the cost of any business acquisitions, the settlement of forward currency contracts designated as hedging instruments and proceeds from the sale of investments are also included in cash flows used in investing activities.

The decrease in cash used in investing activities was driven primarily by a lower level of spending on existing store remodeling programs and net cash receipts for settlement of forward contracts during the three months ended May 2, 2015 compared to net cash payments for settlement of forward contracts during the same prior-year period. During the three months ended May 2, 2015, the Company opened ten directly operated stores compared to nine directly operated stores that were opened in the comparable prior-year period. During the three months ended May 2, 2015, the Company also acquired one store from one of its European licensees. There were no stores acquired during the three months ended May 3, 2014.

Financing Activities

Net cash used in financing activities was \$22.9 million for the three months ended May 2, 2015, compared to \$22.1 million for the three months ended May 3, 2014.

Effect of Exchange Rates on Cash and Cash Equivalents

During the three months ended May 2, 2015, the impact on cash and cash equivalents from changes in foreign currency translation rates was minimal. This compares to an increase of \$9.0 million in cash and cash equivalents driven by changes in foreign currency translation rates during the three months ended May 3, 2014.

Working Capital

As of May 2, 2015, the Company had net working capital (including cash and cash equivalents) of \$788.6 million compared to \$809.4 million at January 31, 2015 and \$838.0 million at May 3, 2014. The Company's primary working capital needs are for accounts receivable and inventory. Accounts receivable as of May 2, 2015 amounted to \$195.7 million, down \$21.8 million, compared to \$217.5 million at May 3, 2014. The accounts receivable balance relates primarily to the Company's wholesale business in Europe, and to a lesser extent, to its wholesale businesses in North America and Asia and its international licensing business. On a constant currency basis, accounts receivable increased by \$11.2 million, or 5.2%, when compared to May 3, 2014. The increase was driven primarily by higher European wholesale shipments during the three months ended May 2, 2015 compared to the same prior-year period. As of May 2, 2015, approximately 43% of our total net trade receivables and 56% of our European net trade receivables were subject to credit insurance coverage, certain bank guarantees or letters of credit for collection purposes. Our credit insurance coverage contains certain terms and conditions specifying deductibles and annual claim limits. Inventory as of May 2, 2015 decreased to \$327.1 million, or 12.4%, compared to \$373.4 million at May 3, 2014. On a constant currency basis, inventory decreased by \$6.4 million, or 1.7%, when compared to May 3, 2014.

Dividends

During the first quarter of fiscal 2008, the Company announced the initiation of a quarterly cash dividend of \$0.06 per share of the Company's common stock. Since that time, the Company has continued to pay a quarterly cash dividend, which has subsequently increased to \$0.225 per common share.

On June 2, 2015, the Company announced a regular quarterly cash dividend of \$0.225 per share on the Company's common stock. The cash dividend will be paid on July 3, 2015 to shareholders of record as of the close of business on June 17, 2015.

The payment of cash dividends in the future will be at the discretion of our Board of Directors and will be based upon a number of business, legal and other considerations, including our cash flow from operations, capital expenditures, debt service and covenant requirements, cash paid for income taxes, earnings, share repurchases, economic conditions and liquidity.

Capital Expenditures

Gross capital expenditures totaled \$11.6 million, before deducting lease incentives of \$0.7 million, for the three months ended May 2, 2015. This compares to gross capital expenditures of \$17.3 million, before deducting lease incentives of \$1.4 million, for the three months ended May 3, 2014. The Company's investments in capital for the full fiscal year 2016 are planned between \$55 million and \$65 million (after deducting estimated lease incentives of approximately \$4 million). The planned investments in capital are primarily for store remodeling programs, targeted new store openings and investments in maintaining and improving our infrastructure (primarily information and operating systems).

In addition, we periodically evaluate strategic acquisitions and alliances and pursue those that we believe will support and contribute to our overall growth initiatives.

Credit Facilities

On July 6, 2011, the Company entered into a five-year senior secured revolving credit facility with JPMorgan Chase Bank, N.A., Bank of America, N.A. and the other lenders party thereto (the "Credit Facility") which provided for a \$200 million revolving multicurrency line of credit. The Credit Facility is available for direct borrowings and the issuance of letters of credit, subject to certain letters of credit sublimits. It may be used for working capital and other general corporate purposes.

On August 31, 2012, the Company increased its borrowing capacity under the Credit Facility from \$200 million to \$300 million by exercising the accordion feature in the Credit Facility pursuant to a Lender Joinder Agreement with the lenders party thereto. Also on August 31, 2012, the Company entered into an Amendment to the Credit Facility with the lenders party thereto to provide for (i) greater flexibility in certain of the Company's covenants under the Credit Facility and (ii) access to a \$100 million accordion feature, subject to certain conditions and the willingness of existing or new lenders to assume such increased amount. As of May 2, 2015, the Company had \$1.7 million in outstanding standby letters of credit, no outstanding documentary letters of credit and no outstanding borrowings under the Credit Facility.

The Credit Facility requires the Company to comply with a leverage ratio and a fixed charge coverage ratio. In addition, the Credit Facility contains customary covenants, including covenants that limit or restrict the Company and its subsidiaries' ability to: incur liens, incur indebtedness, make investments, dispose of assets, make certain restricted payments, merge or consolidate and enter into certain transactions with affiliates. The Credit Facility also limits the Company's ability to pay dividends unless, among other factors, immediately after giving effect thereto the aggregate amount of unrestricted cash and cash equivalents held by Guess?, Inc. and its domestic subsidiaries is at least \$50 million. The Company may need to borrow against this facility periodically to ensure it will continue to meet the requirements of this covenant. Upon the occurrence of an event of default under the Credit Facility, the lenders may cease making loans, terminate the Credit Facility and declare all amounts outstanding to be immediately due and payable. The Credit Facility specifies a number of events of default (some of which are subject to applicable grace or cure periods), including, among other things, non-payment defaults, covenant defaults, cross-defaults to other material indebtedness, bankruptcy and insolvency defaults and material judgment defaults. The Credit Facility allows for both secured and unsecured borrowings outside of the Credit Facility up to specified amounts.

The Company, through its European subsidiaries, maintains short-term uncommitted borrowing agreements, primarily for working capital purposes, with various banks in Europe. The majority of the borrowings under these agreements are secured by specific accounts receivable balances. Based on the applicable accounts receivable balances as of May 2, 2015, the Company could have borrowed up to \$79.5 million under these agreements. As of May 2, 2015, the Company had no outstanding borrowings and \$0.3 million in outstanding documentary letters of credit under these agreements. The agreements are denominated primarily in euros and provide for annual interest rates ranging from 0.3% to 6.8%. The maturities of any short-term borrowings under these arrangements are generally linked to the credit terms of the underlying accounts receivable that secure the borrowings. With the exception of one facility for up to \$39.2 million that has a minimum net equity requirement, there are no other financial ratio covenants.

The Company leases a building in Florence, Italy under a capital lease that expires on May 1, 2016. As of May 2, 2015, the capital lease obligation was \$5.3 million. The Company entered into a separate interest rate swap agreement designated as a non-hedging instrument that resulted in a swap fixed rate of 3.55%. This interest rate swap agreement matures on February 1, 2016 and converts the nature of the capital lease obligation from Euribor floating-rate debt to fixed-rate debt. The fair value of the interest rate swap liability as of May 2, 2015 was approximately \$0.2 million.

From time-to-time, the Company will obtain other financing in foreign countries for working capital to finance its local operations.

Share Repurchases

On June 26, 2012, the Company's Board of Directors authorized a program to repurchase, from time-to-time and as market and business conditions warrant, up to \$500 million of the Company's common stock (the "2012 Share Repurchase Program"). Repurchases under the program may be made on the open market or in privately negotiated transactions, pursuant to Rule 10b5-1 trading plans or other available means. There is no minimum or maximum number of shares to be repurchased under the program, which may be discontinued at any time, without prior notice. As of May 2, 2015, the Company had remaining authority under the 2012 Share Repurchase Program to purchase \$495.8 million of its common stock. There were no share repurchases during the three months ended May 2, 2015 and May 3, 2014.

Supplemental Executive Retirement Plan

On August 23, 2005, the Board of Directors of the Company adopted a Supplemental Executive Retirement Plan (“SERP”) which became effective January 1, 2006. The SERP provides select employees who satisfy certain eligibility requirements with certain benefits upon retirement, termination of employment, death, disability or a change in control of the Company, in certain prescribed circumstances. Paul Marciano, Chief Executive Officer and Vice Chairman of the Board, is the only active employee participating in the SERP.

As a non-qualified pension plan, no dedicated funding of the SERP is required; however, the Company has made, and may continue to make, periodic payments into insurance policies held in a rabbi trust to fund the expected obligations arising under the non-qualified SERP. The amount of any future payments into the insurance policies may vary, depending on any changes to the estimates of final annual compensation levels and investment performance of the trust. The cash surrender values of the insurance policies were \$54.8 million and \$53.6 million as of May 2, 2015 and January 31, 2015, respectively, and were included in other assets in the Company’s condensed consolidated balance sheets. As a result of changes in the value of the insurance policy investments, the Company recorded unrealized gains of \$2.0 million and \$1.6 million in other income during the three months ended May 2, 2015 and May 3, 2014, respectively. During the three months ended May 2, 2015, the Company also recorded realized gains of \$0.7 million in other income resulting from payout on the insurance policies. The projected benefit obligation was \$61.9 million as of May 2, 2015 and January 31, 2015 and was included in accrued expenses and other long-term liabilities in the Company’s condensed consolidated balance sheets depending on the expected timing of payments. SERP benefit payments of \$0.4 million were made during the three months ended May 2, 2015. There were no SERP benefit payments made during the three months ended May 3, 2014.

Inflation

The Company does not believe that inflation trends in the U.S. and internationally over the last three years have had a significant effect on net revenue or profitability.

Seasonality

The Company’s business is impacted by the general seasonal trends characteristic of the apparel and retail industries. The U.S., European and Canadian retail operations are generally stronger during the second half of the fiscal year, and the North American wholesale operations generally experience stronger performance from July through November. The European wholesale businesses operate with two primary selling seasons: the Spring/Summer season, which ships from November to April and the Fall/Winter season, which ships from May to October. The Company’s goal in the European wholesale business is to take advantage of early-season demand and potential reorders by offering a pre-collection assortment which ships at the beginning of each season. Customers retain the ability to request early shipment of backlog orders or delay shipment of orders depending on their needs.

Wholesale Backlog

We generally receive orders for fashion apparel three to six months prior to the time the products are delivered to our customers’ stores. The backlog of wholesale orders at any given time is affected by various factors, including seasonality, cancellations, the scheduling of market weeks, the timing of the receipt of orders and the timing of the shipment of orders and may include orders for multiple seasons. Accordingly, a comparison of backlogs of wholesale orders from period-to-period is not necessarily meaningful and may not be indicative of eventual actual shipments.

U.S. and Canada Backlog. Our U.S. and Canadian wholesale backlog as of May 26, 2015, consisting primarily of orders for fashion apparel, was \$52.5 million, compared to \$73.6 million in constant currency at May 27, 2014, a decrease of 28.7%.

Europe Backlog. As of May 25, 2015, the European wholesale backlog was €210.0 million, compared to €223.9 million at May 26, 2014, a decrease of 6.2%. The backlog as of May 25, 2015 is comprised of sales orders for the Fall/Winter 2015 and Spring/Summer 2016 seasons.

Application of Critical Accounting Policies

Our critical accounting policies reflecting our estimates and judgments are described in “Part II, Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations,” in our Annual Report on Form 10-K for the year ended January 31, 2015 filed with the SEC on March 27, 2015. There have been no significant changes to our critical accounting policies during the three months ended May 2, 2015.

Recently Issued Accounting Guidance

In May 2014, the Financial Accounting Standards Board (“FASB”) issued a comprehensive new revenue recognition standard which will supersede previous existing revenue recognition guidance. The standard creates a five-step model for revenue recognition that requires companies to exercise judgment when considering contract terms and relevant facts and circumstances. The five-step model includes (1) identifying the contract, (2) identifying the separate performance obligations in the contract, (3) determining the transaction price, (4) allocating the transaction price to the separate performance obligations and (5) recognizing revenue when each performance obligation has been satisfied. The standard also requires expanded disclosures surrounding revenue recognition. The standard is effective for fiscal periods beginning after December 15, 2016, which will be the Company’s first quarter of fiscal 2018, and allows for either full retrospective or modified retrospective adoption. The FASB has proposed delaying the effective date by one year. If the proposal is approved, early adoption would be permitted as of the original effective date. The Company is currently evaluating the impact of the adoption of this standard on its consolidated financial statements, including the choice of application method upon adoption.

In August 2014, the FASB issued authoritative guidance that requires an entity’s management to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the entity’s ability to continue as a going concern and requires additional disclosures if certain criteria are met. This guidance is effective for fiscal periods ending after December 15, 2016, which will be the Company’s fourth quarter of fiscal 2017, with early adoption permitted. The adoption of this guidance is not expected to impact the Company’s consolidated financial statements or related disclosures.

In February 2015, the FASB issued authoritative guidance which modifies existing consolidation guidance for reporting organizations that are required to evaluate whether they should consolidate certain legal entities. This guidance is effective for fiscal periods beginning after December 15, 2015, which will be the Company’s first quarter of fiscal 2017, and allows for either full retrospective or modified retrospective adoption, with early adoption permitted. The Company is currently evaluating the impact of the adoption of this standard on its consolidated financial statements, including the choice of application method upon adoption.

In April 2015, the FASB issued authoritative guidance to simplify the presentation of debt issuance costs by requiring such costs to be presented as a deduction from the corresponding debt liability. This guidance is effective for fiscal years beginning after December 15, 2015, which will be the Company’s first quarter of fiscal 2017, and requires retrospective adoption, with early adoption permitted. The adoption of this guidance is not expected to have a material impact on the Company’s consolidated financial statements or related disclosures.

In April 2015, the FASB issued authoritative guidance which would permit an entity to measure its defined benefit plan assets and obligations using the calendar month-end that is closest to the entity’s fiscal period-end for interim and annual periods. This guidance is effective for fiscal years beginning after December 15, 2015, which will be the Company’s first quarter of fiscal 2017, and requires prospective adoption, with early adoption permitted. The Company is currently evaluating whether it will adopt this guidance, but if adopted, this guidance is not expected to have a material impact on the Company’s consolidated financial statements or related disclosures.

ITEM 3. Quantitative and Qualitative Disclosures About Market Risk.

Exchange Rate Risk

More than half of product sales and licensing revenue recorded for the three months ended May 2, 2015 were denominated in currencies other than the U.S. dollar. The Company's primary exchange rate risk relates to operations in Europe, Canada, South Korea and Mexico. Changes in currencies affect our earnings in various ways. For further discussion on currency related risk, please refer to our risk factors under "Part I, Item 1A. Risk Factors" contained in the Company's most recent Annual Report on Form 10-K for the fiscal year ended January 31, 2015.

Various transactions that occur primarily in Europe, Canada, South Korea and Mexico are denominated in U.S. dollars and British pounds and thus are exposed to earnings risk as a result of exchange rate fluctuations when converted to their functional currencies. These types of transactions include U.S. dollar denominated purchases of merchandise and U.S. dollar and British pound denominated intercompany liabilities. In addition, certain operating expenses, tax liabilities and pension-related liabilities are denominated in Swiss francs and are exposed to earnings risk as a result of exchange rate fluctuations when converted to the functional currency. The Company is also subject to certain translation and economic exposures related to its net investment in certain of its international subsidiaries. The Company enters into derivative financial instruments to offset some but not all of its exchange risk. In addition, some of the derivative contracts in place will create volatility during the fiscal year as they are marked-to-market according to the accounting rules and may result in revaluation gains or losses in different periods from when the currency impact on the underlying transactions are realized.

Derivatives Designated as Hedging Instruments

Cash Flow Hedges

During the three months ended May 2, 2015, the Company purchased U.S. dollar forward contracts in Canada and Europe totaling US\$40.5 million and US\$29.7 million, respectively, to hedge forecasted merchandise purchases and intercompany royalties that were designated as cash flow hedges. As of May 2, 2015, the Company had forward contracts outstanding for its European and Canadian operations of US\$66.0 million and US\$55.5 million, respectively, which are expected to mature over the next 13 months. The Company's derivative financial instruments are recorded in its condensed consolidated balance sheet at fair value based on quoted market rates. Changes in the fair value of the U.S. dollar forward contracts, designated as cash flow hedges for forecasted merchandise purchases, are recorded as a component of accumulated other comprehensive income (loss) within stockholders' equity and are recognized in cost of product sales in the period which approximates the time the hedged merchandise inventory is sold. Changes in the fair value of the U.S. dollar forward contracts, designated as cash flow hedges for forecasted intercompany royalties, are recorded as a component of accumulated other comprehensive income (loss) within stockholders' equity and are recognized in other income and expense in the period in which the royalty expense is incurred.

As of May 2, 2015, accumulated other comprehensive income (loss) included a net unrealized gain of approximately \$4.3 million, net of tax, of which \$4.4 million will be recognized in cost of product sales or other income over the following 12 months, at the then current values on a pre-tax basis, which can be different than the current quarter-end values. As of May 2, 2015, the net unrealized gain of the remaining open forward contracts recorded in the Company's condensed consolidated balance sheet was approximately \$1.7 million.

At January 31, 2015, the Company had forward contracts outstanding for its European and Canadian operations of US\$50.8 million and US\$24.5 million, respectively, that were designated as cash flow hedges. At January 31, 2015, the net unrealized gain of these open forward contracts recorded in the Company's condensed consolidated balance sheet was approximately \$6.6 million.

Derivatives Not Designated as Hedging Instruments

The Company also has foreign currency contracts that are not designated as hedging instruments for accounting purposes. Changes in fair value of foreign currency contracts not designated as hedging instruments are reported in net earnings (loss) as part of other income and expense. For the three months ended May 2, 2015,

the Company recorded a net loss of \$0.7 million for its Canadian dollar and euro foreign currency contracts not designated as hedges, which has been included in other income and expense. As of May 2, 2015, the Company had euro foreign currency contracts to purchase US\$93.4 million expected to mature over the next 12 months and Canadian dollar foreign currency contracts to purchase US\$19.6 million expected to mature over the next eight months. As of May 2, 2015, the net unrealized gain of these open forward contracts recorded in the Company's condensed consolidated balance sheet was approximately \$7.9 million.

At January 31, 2015, the Company had euro foreign currency contracts to purchase US\$59.3 million and Canadian dollar foreign currency contracts to purchase US\$19.9 million. At January 31, 2015, the net unrealized gain of these open forward contracts recorded in the Company's condensed consolidated balance sheet was approximately \$8.9 million.

Sensitivity Analysis

As of May 2, 2015, a sensitivity analysis of changes in foreign currencies when measured against the U.S. dollar indicates that, if the U.S. dollar had uniformly weakened by 10% against all of the U.S. dollar denominated foreign exchange derivatives totaling US\$234.5 million, the fair value of the instruments would have decreased by \$26.1 million. Conversely, if the U.S. dollar uniformly strengthened by 10% against all of the U.S. dollar denominated foreign exchange derivatives, the fair value of these instruments would have increased by \$21.3 million. Any resulting changes in the fair value of the hedged instruments may be partially offset by changes in the fair value of certain balance sheet positions (primarily U.S. dollar denominated liabilities in our foreign operations) impacted by the change in the foreign currency rate. The ability to reduce the exposure of currencies on earnings depends on the magnitude of the derivatives compared to the balance sheet positions during each reporting cycle.

Interest Rate Risk

As of May 2, 2015, approximately 69% of the Company's total indebtedness related to a capital lease obligation, which is covered by a separate interest rate swap agreement with a swap fixed interest rate of 3.55% that matures in calendar year 2016. Changes in the related interest rate that result in an unrealized gain or loss on the fair value of the swap are reported in other income or expense. The change in the unrealized fair value of the interest swap had a minimal impact on other income during the three months ended May 2, 2015. The majority of the Company's remaining indebtedness is at variable rates of interest. Accordingly, changes in interest rates would impact the Company's results of operations in future periods. A 100 basis point increase in interest rates would have had an insignificant effect on interest expense for the three months ended May 2, 2015.

The fair value of the Company's debt instruments are based on the amount of future cash flows associated with each instrument discounted using the Company's incremental borrowing rate. As of May 2, 2015 and January 31, 2015, the carrying value of all financial instruments was not materially different from fair value, as the interest rate on the Company's debt approximates rates currently available to the Company.

ITEM 4. Controls and Procedures.

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended. Based on this evaluation, our principal executive officer and our principal financial officer concluded that our disclosure controls and procedures were effective as of the end of the quarterly period covered by this report.

There was no change in our internal control over financial reporting during the first quarter of fiscal 2016 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. Legal Proceedings.

On May 6, 2009, Gucci America, Inc. filed a complaint in the U.S. District Court for the Southern District of New York against Guess?, Inc. and certain third party licensees for the Company asserting, among other things, trademark and trade dress law violations and unfair competition. The complaint sought injunctive relief, compensatory damages, including treble damages, and certain other relief. Complaints similar to those in the above action have also been filed by Gucci entities against the Company and certain of its subsidiaries in the Court of Milan, Italy, the Intermediate People’s Court of Nanjing, China and the Court of Paris, France. The three-week bench trial in the U.S. matter concluded on April 19, 2012, with the court issuing a preliminary ruling on May 21, 2012 and a final ruling on July 19, 2012. Although the plaintiff was seeking compensation in the U.S. matter in the form of damages of \$26 million and an accounting of profits of \$99 million, the final ruling provided for monetary damages of \$2.3 million against the Company and \$2.3 million against certain of its licensees. The court also granted narrow injunctions in favor of the plaintiff for certain of the claimed infringements. On August 20, 2012, the appeal period expired without any party having filed an appeal, rendering the judgment final. On May 2, 2013, the Court of Milan ruled in favor of the Company in the Milan, Italy matter. In the ruling, the Court rejected all of the plaintiff’s claims and ordered the cancellation of three of the plaintiff’s Italian and four of the plaintiff’s European Community trademark registrations. On June 10, 2013, the plaintiff appealed the Court’s ruling in the Milan matter. On September 15, 2014, the Court of Appeal of Milan affirmed the majority of the lower Court’s ruling in favor of the Company, but overturned the lower Court’s finding with respect to an unfair competition claim. The matter has now entered into a damages phase based on the ruling. In the China matter, the Intermediate People’s Court of Nanjing, China issued a ruling on November 8, 2013 granting an injunction in favor of the plaintiff for certain of the claimed infringements on handbags and small leather goods and awarding the plaintiff statutory damages in the amount of approximately \$80,000. The Company strongly disagrees with the Court’s decision and has appealed the ruling. The judgment in the China matter is stayed pending the appeal, which was heard in May 2014. On January 30, 2015, the Court of Paris ruled in favor of the Company, rejecting all of the plaintiff’s claims and partially canceling two of the plaintiff’s community trademark registrations and one of the plaintiff’s international trademark registrations. On February 17, 2015, the plaintiff appealed the Court of Paris’ ruling.

On August 25, 2006, Franchez Isaguirre, a former employee of the Company, filed a complaint in the Superior Court of California, County of Los Angeles alleging violations by the Company of California wage and hour laws. The complaint was subsequently amended, adding a second former employee as an additional named party. The plaintiffs purport to represent a class of similarly situated employees in California who allegedly had been injured by not being provided adequate meal and rest breaks. The complaint seeks unspecified compensatory damages, statutory penalties, attorney’s fees and injunctive and declaratory relief. On June 9, 2009, the Court certified the class but immediately stayed the case pending the resolution of a separate California Supreme Court case on the standards of class treatment for meal and rest break claims. Following the Supreme Court ruling, the Superior Court denied the Company’s motions to decertify the class and to narrow the class in January 2013 and June 2013, respectively. The Company subsequently petitioned to have the Court’s decision not to narrow the class definition reviewed. That petition was ultimately denied by the California Supreme Court in April 2014. Trial is currently scheduled for February 17, 2016.

The Company has received customs tax assessment notices from the Italian Customs Agency regarding its customs tax audit of one of the Company’s European subsidiaries for the period from July 2010 through June 2012. Such assessments totaled €9.0 million (\$10.0 million), including potential penalties and interest. The Company strongly disagrees with the positions that the Italian Customs Agency has taken and therefore filed appeals with the Milan First Degree Tax Court (“MFDTC”). On May 5, 2015, the MFDTC issued a judgment in favor of the Company in relation to the first set of appeals (covering the period through 2010) and canceled the related assessments totaling €1.7 million (\$1.9 million). While the ruling was favorable to the Company, there can be no assurances that the Company’s remaining appeals for 2011 through June 2012 will be successful or that the Italian Customs Agency will not appeal the favorable MFDTC judgment. It also continues to be possible

that the Company will receive similar or even larger assessments for periods subsequent to June 2012 or other claims or charges related to the matter in the future.

Although the Company believes that it has a strong position and will continue to vigorously defend each of these remaining matters, it is unable to predict with certainty whether or not these efforts will ultimately be successful or whether the outcomes will have a material impact on the Company's financial position or results of operations.

The Company is also involved in various other claims and other matters incidental to the Company's business, the resolutions of which are not expected to have a material adverse effect on the Company's financial position or results of operations. No material amounts were accrued as of May 2, 2015 or January 31, 2015 related to any of the Company's legal proceedings.

ITEM 1A. Risk Factors.

There have not been any material changes from the Risk Factors as previously disclosed in our Annual Report on Form 10-K for the year ended January 31, 2015, filed with the SEC on March 27, 2015.

ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds.

Items (a) and (b) are not applicable.

Item (c). Issuer Purchases of Equity Securities

<u>Period</u>	<u>Total Number of Shares Purchased</u>	<u>Average Price Paid per Share</u>	<u>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</u>	<u>Maximum Number (or Approximate Dollar Value) of Shares That May Yet Be Purchased Under the Plans or Programs</u>
February 1, 2015 to February 28, 2015				
Repurchase program(1)	—	—	—	\$ 495,786,484
Employee transactions(2)	589	\$ 18.48	—	
March 1, 2015 to April 4, 2015				
Repurchase program(1)	—	—	—	\$ 495,786,484
Employee transactions(2)	464	\$ 18.44	—	
April 5, 2015 to May 2, 2015				
Repurchase program(1)	—	—	—	\$ 495,786,484
Employee transactions(2)	710	\$ 18.88	—	
Total				
Repurchase program(1)	—	—	—	
Employee transactions(2)	1,763	\$ 18.63	—	

(1) On June 26, 2012, the Company's Board of Directors authorized a program to repurchase, from time-to-time and as market and business conditions warrant, up to \$500 million of the Company's common stock. Repurchases under the program may be made on the open market or in privately negotiated transactions, pursuant to Rule 10b5-1 trading plans or other available means. There is no minimum or maximum number of shares to be repurchased under the program, which may be discontinued at any time, without prior notice.

(2) Consists of shares surrendered to, or withheld by, the Company in satisfaction of employee tax withholding obligations that occur upon vesting of restricted stock awards/units granted under the Company's 2004 Equity Incentive Plan, as amended.

ITEM 6. Exhibits.

Exhibit Number	Description
3.1.	Restated Certificate of Incorporation of the Registrant (incorporated by reference from Amendment No. 3 to the Registrant's Registration Statement on Form S-1 (Registration No. 333-4419) filed July 30, 1996).
3.2.	Second Amended and Restated Bylaws of the Registrant (incorporated by reference from the Registrant's Current Report on Form 8-K filed December 4, 2007).
4.1.	Specimen Stock Certificate (incorporated by reference from Amendment No. 3 to the Registrant's Registration Statement on Form S-1 (Registration No. 333-4419) filed July 30, 1996).
†10.1	Restricted Stock Unit Agreement dated as of May 1, 2015 between the Registrant and Paul Marciano.*
†10.2	Performance Share Award Agreement dated as of May 1, 2015 between the Registrant and Paul Marciano.*
†31.1.	Certification of Chief Executive Officer and Vice Chairman of the Board pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
†31.2.	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
†32.1.	Certification of Chief Executive Officer and Vice Chairman of the Board pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
†32.2.	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
†101.INS	XBRL Instance Document
†101.SCH	XBRL Taxonomy Extension Schema Document
†101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
†101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
†101.LAB	XBRL Taxonomy Extension Label Linkbase Document
†101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

* Management Contract or Compensatory Plan

† Filed herewith

SIGNATURES

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

Guess?, Inc.

Date: June 3, 2015

By: /s/ PAUL MARCIANO

Paul Marciano

Chief Executive Officer and Vice Chairman of the Board

Date: June 3, 2015

By: /s/ SANDEEP REDDY

Sandeep Reddy

Chief Financial Officer

(Principal Financial Officer)

RESTRICTED STOCK UNIT AGREEMENT

This **RESTRICTED STOCK UNIT AGREEMENT** (this “Agreement”), dated as of May 1, 2015 (the “Date of Grant”), is entered into by and between GUESS?, INC., a Delaware corporation (the “Company”), and Paul Marciano (the “Grantee”).

RECITALS

WHEREAS, the Company maintains the Guess?, Inc. 2004 Equity Incentive Plan (as Amended and Restated as of May 20, 2014) (the “Plan”).

WHEREAS, the Compensation Committee of the Company’s Board of Directors (the “Committee”) has determined to grant a restricted stock unit award (this “Award”) to the Grantee under the Plan in order to increase Grantee’s participation in the success of the Company;

NOW, THEREFORE, the parties hereto agree as follows:

1. **Definitions; Incorporation of Plan Terms.** Capitalized terms used herein without definition shall have the meanings assigned to them in the Plan, except where a capitalized term is defined in the Executive Employment Agreement between the Company and the Grantee, effective February 3, 2013 (the “Employment Agreement”), and this Agreement indicates the definition used in the Employment Agreement shall apply for purposes of this Agreement as well. This Award and all rights of the Grantee under this Agreement are subject to, and the Grantee agrees to be bound by, all of the terms and conditions of the Plan, incorporated herein by this reference. Except as specifically provided in this Agreement, in the event of any conflict or inconsistency between the Plan and this Agreement, the Plan shall govern.
 2. **Grant of Restricted Stock Units.** The Company hereby grants to the Grantee as of the Date of Grant (set forth above) a right to receive **175,866** shares of the Company’s common stock subject to the terms, conditions, and restrictions set forth herein (the “Restricted Stock Units”). As used herein, the term “Restricted Stock Unit” shall mean a non-voting unit of measurement which is deemed for bookkeeping purposes to be equivalent to one outstanding share of the Company’s common stock, par value \$0.01 per share (the “Common Stock”) solely for purposes of the Plan and this Agreement. The Restricted Stock Units shall be used solely as a device for the determination of the number of shares of Common Stock to eventually be delivered to the Grantee if such Restricted Stock Units vest pursuant to this Agreement. The Restricted Stock Units shall not be treated as property or as a trust fund of any kind. The Grantee shall have no rights as a stockholder of the Company, no dividend rights (except as expressly provided in Section 4 with respect to Dividend Equivalent Rights) and no voting rights with respect to the Restricted Stock Units and any shares of Common Stock underlying or issuable in respect of such Restricted Stock Units (“Award Shares”) until such shares of Common Stock are actually issued to and held of record by the Grantee. This Award is in complete satisfaction of the Grantee’s right to receive an award of “Time-Based RSUs” (as such
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term is defined in the Employment Agreement) pursuant to Section 5(a) of the Employment Agreement with respect to the Company's 2016 fiscal year.

3. Vesting.

- A. Subject to the performance condition set forth in Section 3(B) below and except as otherwise expressly provided in Sections 7 and 8 herein, this Award shall vest as to (i) one-third of the Restricted Stock Units on **January 30, 2016** (the "First Tranche"), (ii) one-third of the Restricted Stock Units on **January 30, 2017** (the "Second Tranche"), and (iii) one-third of the Restricted Stock Units on **January 30, 2018** (the "Third Tranche"); provided that Grantee has been continuously in Service with the Company from the Date of Grant through each applicable vesting date. Except as specifically provided herein, employment or service for only a portion of the vesting period, even if a substantial portion, will not entitle the Grantee to any proportionate vesting. As used herein, the term "Service" means employment by the Company or service to the Company as a member of the Board.
- B. No portion of this Award shall vest notwithstanding satisfaction of the continued Service requirement for vesting described in Section 3(A) above unless the Committee certifies, following the end of the Company's 2016 fiscal year, that the Company achieved Licensing Segment Earnings from Operations (as defined below) for the Company's 2016 fiscal year (the "Performance Period") equal to or above the level established by the Committee with respect to the Award in connection with the grant of the Award; provided, however, that if either a Change in Control (as defined in the Employment Agreement) or the death or Disability (as defined in the Employment Agreement) of the Grantee occurs before the last day of the Performance Period, the performance requirement of this Section 3(B) shall be deemed met as of the date of such event. If such performance requirement is not met (and no such Change in Control, death or Disability (as defined in the Employment Agreement) occurs before the last day of the Performance Period), this Award and the Restricted Stock Units subject hereto shall terminate and be cancelled as of the last day of the Performance Period.
- C. For purposes of this Award, "Licensing Segment Earnings from Operations" means: the Company's earnings from operations derived from the Company's Licensing Segment for the Performance Period as calculated in accordance with generally accepted accounting principles ("GAAP"), but adjusted to exclude the financial statement impact of any new changes in accounting standards announced during the Performance Period that are required to be applied during the Performance Period in accordance with GAAP.

4. Dividend Equivalents. If a cash dividend is paid with respect to the Common Stock while any Restricted Stock Units subject to the Award are outstanding, the Grantee shall be credited with an amount in cash equal to the dividends the Grantee would have received if he had been the owner of the shares of Common Stock subject to such outstanding Restricted Stock Units; provided, however, that no amount shall be credited with respect to shares that have been delivered to the Grantee as of the applicable

dividend record date. Any amounts credited under this Section 4 (“Dividend Equivalents”) shall be subject to the same terms and conditions as the Restricted Stock Units to which they relate and shall vest and be paid (or, if applicable, be forfeited) at the same time as the Restricted Stock Units to which they relate.

5. Delivery of Shares. Except as otherwise provided in Section 8 below with respect to a Change in Control, the Company shall deliver or cause to be delivered to the Grantee the number of Award Shares subject to the First Tranche that vest pursuant to the terms hereof within ten days following certification by the Committee of the satisfaction of the performance criteria set forth in Section 3(B) (and in no event later than 74 days following the end of the Performance Period), the number of Award Shares subject to the Second Tranche that vest pursuant to the terms hereof on (or within three business days following) January 30, 2017 and the number of Award Shares subject to the Third Tranche that vest pursuant to the terms hereof on (or within three business days following) January 30, 2018. Any Dividend Equivalents described in Section 4 above related to such Award Shares shall be paid in cash at the same time as the delivery of the Award Shares under this Section 5. Notwithstanding the foregoing: (a) in the event of the Grantee’s death or Disability (as such term is defined for purposes of Section 409A of the Code), then such shares shall be settled as soon as administratively practicable after (and in all events within 90 days after) such event; and (b) in the event of the Grantee’s “separation from service” (as such term is defined for purposes of Code Section 409A) upon or within two years following a Section 409A Change in Control (as such term is defined in Section 8(A)), then such shares shall be settled as soon as administratively possible after (and in all events within ten days after) such event (subject to Section 10(C)).
6. Adjustments Upon Specified Events. Upon the occurrence of certain events relating to the Company’s Common Stock contemplated by Section 16(b) of the Plan, the Committee will make adjustments, if appropriate, in the number of Restricted Stock Units and the number and kind of securities subject to the Award.
7. Effect of Certain Cessations of Service. The continued Service vesting requirement set forth under Section 3(A) of this Award shall be deemed to be satisfied, and any then-outstanding Restricted Stock Units shall be deemed vested (subject to Section 3(B) of this Award), in the event that (a) the Grantee’s employment is terminated by the Company without “Cause” (as defined in the Employment Agreement), (b) the Grantee’s employment is terminated by the Grantee for “Good Reason” (as defined in the Employment Agreement) or (c) in the event of the Grantee’s Disability (as defined in the Employment Agreement) or death while in Service. For purposes of clarity, any Restricted Stock Units that vest pursuant to the preceding sentence shall still be paid at the applicable time set forth in Section 5. If the Grantee’s Service terminates for any other reason, this Award and the Restricted Stock Units subject hereto, to the extent outstanding and unvested as of the date of such termination of Service, shall terminate and be cancelled as of the date of such termination of Service. Sections 14(a) and 14(b) of the Plan shall not apply to the Award.
8. Change in Control. Notwithstanding anything to the contrary in Section 3, Section 5 or Section 7 of this Agreement or any provision of the Plan, the following provisions shall apply upon a Change in Control (as defined in the Employment Agreement):

- A. If a Change in Control occurs and the then-outstanding and unvested portion of this Award is not continued following such event or assumed or converted into restricted stock units of any successor entity to the Company or a parent thereof (the “Successor Entity”), the continued Service vesting requirement set forth under Section 3(A) of this Award shall be deemed to be satisfied, the outstanding Restricted Stock Units subject to such portion shall be deemed vested, and such Restricted Stock Units shall be settled at the time(s) otherwise provided in Section 5; provided that if such Change in Control constitutes a “change in the ownership or effective control” of the Company, or a change “in the ownership of a substantial portion of the assets” of the Company within the meaning of Section 409A of the Code (a “Section 409A Change in Control”), outstanding and vested Restricted Stock Units (including any that vest pursuant to the foregoing provisions of this sentence) and related Dividend Equivalents shall be settled upon or as soon as practicable after the date of such Change in Control to the extent such acceleration of payment can be made in accordance with Treas. Reg. §1.409A-3(j)(4)(ix) (or other exemption from the general prohibitions on accelerations of payments under Section 409A of the Code) and not result in any tax, penalty or interest under Section 409A of the Code. In connection with any such Change in Control where payment of outstanding Restricted Stock Units subject to the Award will not be made in connection with the Change in Control, the Committee may make provision for such Restricted Stock Units to become payable in cash based on the Fair Market Value of a share of Common Stock at the time of such Change in Control (with interest for the period from the date of such Change in Control to the applicable payment date at such rate as determined by the Committee based on the interest earned by interest bearing, FDIC insured deposits) as opposed to being payable in securities.
- B. If the then-outstanding and unvested portion of this Award is continued following such event or is assumed or converted into restricted stock units of any Successor Entity, the continued Service requirement set forth in Section 3(A) above (and the accelerated vesting provisions set forth in Section 7 above) shall continue to apply following such Change in Control, and any portion of the Award that vests pursuant to such provisions shall be settled as provided in Section 5 of this Agreement.

Section 17 of the Plan shall not apply with respect to the Award.

- 9. Restrictions on Transfer. The Grantee may not sell, assign, transfer, pledge, encumber or otherwise alienate, hypothecate or dispose of this Award or the Grantee’s right hereunder to receive Award Shares, except as otherwise provided in the Committee’s sole discretion consistent with the Plan and applicable securities laws.
- 10. Taxes.
 - A. The settlement of this Award is conditioned on the Grantee making arrangements reasonably satisfactory to the Company for the withholding of all applicable federal, state, local or foreign taxes as may be required under applicable law.
 - B. It is intended that any amounts payable under this Agreement shall either be exempt from or comply with Section 409A of the Code (including the Treasury

regulations and other published guidance relating thereto) (“Code Section 409A”) so as not to subject the Grantee to payment of any additional tax, penalty or interest imposed under Code Section 409A. The provisions of this Agreement shall be construed and interpreted to avoid the imputation of any such additional tax, penalty or interest under Code Section 409A yet preserve (to the nearest extent reasonably possible) the intended benefit payable to the Grantee.

- C. If the Grantee is a “specified employee” within the meaning of Treasury Regulation Section 1.409A-1(i) as of the date of the Grantee’s “separation from service” (as such term is defined for purposes of Code Section 409A), the Grantee shall not be entitled to any payment or benefit pursuant to this Award until the earlier of (i) the date which is six (6) months after the Grantee’s separation from service for any reason other than death, or (ii) the date of the Grantee’s death. The provisions of this Section 10(C) shall only apply if, and to the extent, required to avoid the imputation of any tax, penalty or interest pursuant to Code Section 409A. Any amounts otherwise payable to the Grantee upon or in the six (6) month period following the Grantee’s separation from service that are not so paid by reason of this Section 10(C) shall be paid (without interest, except as otherwise provided for in Section 8(A)) as soon as practicable (and in all events within thirty (30) days) after the date that is six (6) months after the Grantee’s separation from service (or, if earlier, as soon as practicable, and in all events within thirty (30) days, after the date of the Grantee’s death). For avoidance of doubt, Dividend Equivalents under Section 4 shall continue to be credited during the period of such six-month delay until the vested Restricted Stock Units are actually settled.
 - D. It is intended that this Award qualify as “performance-based compensation” for purposes of Section 162(m) of the Code and the provisions of this Agreement shall be construed and interpreted consistent with that intent.
- 11. Compliance. The Grantee hereby agrees to cooperate with the Company, regardless of Grantee’s employment status with the Company, to the extent necessary for the Company to comply with applicable state and federal laws and regulations relating to the Restricted Stock Units.
 - 12. Notices. Any notice required or permitted under this Agreement shall be deemed given when personally delivered, or when deposited in a United States Post Office, postage prepaid, addressed, as appropriate, to the Grantee either at the address on record with the Company or such other address as may be designated by Grantee in writing to the Company; or to the Company, Attention: Stock Plan Administration, 1444 South Alameda Street, Los Angeles, California 90021, or such other address as the Company may designate in writing to the Grantee.
 - 13. Failure to Enforce Not a Waiver. The failure of the Company or the Grantee to enforce at any time any provision of this Agreement shall in no way be construed to be a waiver of such provision or of any other provision hereof.
 - 14. Governing Law. This Agreement shall be governed by and construed according to the laws of the State of Delaware, without regard to Delaware or other laws that might cause other law to govern under applicable principles of conflicts of law. For purposes of

litigating any dispute that arises under this Agreement, the parties hereby submit to and consent to the jurisdiction of the State of California, and agree that such litigation shall be conducted in the courts of Los Angeles County, or the federal courts for the United States for the Central District of California, and no other courts, where this Agreement is made and/or to be performed.

15. Electronic Delivery. The Company may, in its sole discretion, decide to deliver any documents related to the Restricted Stock Units awarded under the Plan or future restricted stock or restricted stock units that may be awarded under the Plan by electronic means or request Grantee's consent to participate in the Plan by electronic means. Grantee hereby consents to receive such documents by electronic delivery and agrees to participate in the Plan through an on-line or electronic system established and maintained by the Company or another third party designated by the Company.
16. Severability. The provisions of this Agreement are severable and if any one or more provisions are determined to be illegal or otherwise unenforceable, in whole or in part, the remaining provisions shall nevertheless be binding and enforceable.
17. Amendments. This Agreement may be amended or modified at any time by an instrument in writing signed by both parties.
18. Agreement Not a Contract of Employment. Neither the grant of the Restricted Stock Units, this Agreement nor any other action taken in connection herewith shall constitute or be evidence of any agreement or understanding, express or implied, that the Grantee is an employee of the Company or any subsidiary of the Company.
19. Committee's Powers. No provision contained in this Agreement shall in any way terminate, modify or alter, or be construed or interpreted as terminating, modifying or altering any of the powers, rights or authority vested in the Committee or, to the extent delegated, in its delegate pursuant to the terms of the Plan or resolutions adopted in furtherance of the Plan, including, without limitation, the right to make certain determinations and elections with respect to the Restricted Stock Units.
20. Termination of this Agreement. Upon termination of this Agreement, all rights of the Grantee hereunder shall cease.
21. Clawback Policy. This Award is subject to the terms of the Company's recoupment, clawback or similar policy as it may be in effect from time to time, as well as any similar provisions of applicable law, any of which could in certain circumstances require repayment or forfeiture of the Award or any shares of Common Stock or other cash or property received with respect to the Award (including any value received from a disposition of the shares acquired in respect of the Award).

IN WITNESS WHEREOF, the Company has caused this Agreement to be executed on its behalf by a duly authorized officer and the Grantee has hereunto set his or her hand as of the date and year first above written.

**GUESS?, INC.,
a Delaware corporation**

By: /s/ Jason T. Miller

Print Name: Jason T. Miller

Its: Secretary

GRANTEE

/s/ Paul Marciano

Signature

Paul Marciano

Print Name

PERFORMANCE SHARE AWARD AGREEMENT

This **PERFORMANCE SHARE AWARD AGREEMENT** (this “Agreement”), dated as of May 1, 2015 (the “Date of Grant”), is entered into by and between GUESS?, INC., a Delaware corporation (the “Company”), and Paul Marciano (the “Grantee”).

RECITALS

WHEREAS, the Company maintains the Guess?, Inc. 2004 Equity Incentive Plan (as Amended and Restated as of May 20, 2014) (the “Plan”).

WHEREAS, the Compensation Committee of the Company’s Board of Directors (the “Committee”) has determined to grant performance-based restricted stock units (this “Award”) to the Grantee under the Plan in order to increase Grantee’s participation in the success of the Company;

NOW, THEREFORE, the parties hereto agree as follows:

1. **Definitions; Incorporation of Plan Terms.** Capitalized terms used herein without definition shall have the meanings assigned to them in the Plan, except where a capitalized term is defined in the Executive Employment Agreement between the Company and the Grantee, effective February 3, 2013 (the “Employment Agreement”), and this Agreement indicates the definition used in the Employment Agreement shall apply for purposes of this Agreement as well. This Award and all rights of the Grantee under this Agreement are subject to, and the Grantee agrees to be bound by, all of the terms and conditions of the Plan, incorporated herein by this reference. Except as specifically provided in this Agreement, in the event of any conflict or inconsistency between the Plan and this Agreement, the Plan shall govern.
 2. **Grant of Restricted Stock Units.** The Company hereby grants to the Grantee as of the Date of Grant (set forth above) a right to receive a “target” of **183,368** shares of the Company’s common stock subject to the terms, conditions, and restrictions set forth herein (the “Restricted Stock Units,” and such target number of Restricted Stock Units, the “Target Number of Restricted Stock Units”). As used herein, the term “Restricted Stock Unit” shall mean a non-voting unit of measurement which is deemed for bookkeeping purposes to be equivalent to one outstanding share of the Company’s common stock, par value \$0.01 per share (the “Common Stock”), solely for purposes of the Plan and this Agreement. The Restricted Stock Units shall be used solely as a device for the determination of the number of shares of Common Stock to eventually be delivered to the Grantee if such Restricted Stock Units vest pursuant to this Agreement. The Restricted Stock Units shall not be treated as property or as a trust fund of any kind. The Grantee shall have no rights as a stockholder of the Company, no dividend rights (except as expressly provided in Section 4 with respect to Dividend Equivalent rights) and no voting rights with respect to the Restricted Stock Units and any shares of Common Stock underlying or issuable in respect of such Restricted Stock Units (“Award Shares”) until such shares of Common Stock are actually issued to and held of record by
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the Grantee. This Award is in complete satisfaction of the Grantee’s right to receive an award of “Performance Shares” (as such term is defined in the Employment Agreement) pursuant to Section 5(b) of the Employment Agreement with respect to the Company’s 2016 fiscal year.

3. Vesting.

- A. Subject to Section 3(B) below and except as otherwise expressly provided in Sections 7 and 8 herein, this Award shall vest and become nonforfeitable on the last day of the Performance Period (as defined below) (the “Vesting Date”); provided that the Grantee has been continuously in Service with the Company from the Date of Grant through the Vesting Date. Except as specifically provided herein, Service for only a portion of the vesting period, even if a substantial portion, will not entitle the Grantee to any proportionate vesting. The number of Restricted Stock Units subject to this Award that vest will be equal to the Target Number of Restricted Stock Units multiplied by a “Vesting Percentage” determined based on the Company’s TSR Percentile (as defined below) for the Performance Period in accordance with the following table:

TSR Percentile for the Performance Period	Vesting Percentage
Below 25th TSR Percentile	0%
25th TSR Percentile	25%
50th TSR Percentile	100%
75th TSR Percentile and Above	150%

If the Company’s TSR Percentile for the Performance Period is between two points in the preceding table, the Vesting Percentage will be determined by linear interpolation between the Vesting Percentages for those two levels. In no event will the Vesting Percentage be greater than one hundred fifty percent (150%).

Not later than seventy four (74) days after the end of the Performance Period, the Committee will certify, by resolution or other appropriate action in writing, the Vesting Percentage that has been achieved and the number of Restricted Stock Units that vest pursuant to this Section 3(A) (or Sections 7 and 8, as applicable) based on the satisfaction of the performance criteria above. Such number of Restricted Stock Units that vest will be rounded to the nearest whole unit and are referred to herein as the “Vested Restricted Stock Units.” Restricted Stock Units that are not Vested Restricted Stock Units, after giving effect to the foregoing provisions and Section 3(B), as of the last day of the Performance Period shall immediately terminate and be cancelled. As used herein, the term “Service” means employment by the Company or service to the Company as a member of the Board.

- B. Notwithstanding anything to the contrary in this Agreement, the number of Restricted Stock Units subject to this Award that become Vested Restricted Stock Units shall not exceed the number of Restricted Stock Units determined by dividing \$9,750,000 by the Fair Market Value of a share of Common Stock on the

applicable vesting date. In the event that such limit is exceeded, the number of Restricted Stock Units that would otherwise be Vested Restricted Stock Units pursuant to Section 3(A) shall be reduced to the extent necessary such that the actual number of Vested Restricted Stock Units does not exceed such limit.

C. For purposes of this Award, the following definitions shall apply:

- i. “Performance Period” means the period consisting of the Company’s 2016, 2017 and 2018 fiscal years.
- ii. “TSR Percentile” means the percentile ranking of the Company’s TSR among the TSRs for the Company Peer Group members for the Performance Period.
- iii. “TSR” means total shareholder return and shall be determined with respect to the Company and any other Company Peer Group member by dividing: (a) the sum of (1) the difference obtained by subtracting the applicable Beginning Price from the applicable Ending Price plus (2) all dividends and other distributions as to which the ex-dividend date occurs during the Performance Period (for purposes of clarity, without duplicating any dividends and other distributions as to which the ex-dividend date occurs during the period of twenty (20) consecutive trading days ending on the last trading day of the Performance Period that are taken into account in the determination of Ending Price) by (b) the Beginning Price. Any non-cash distributions shall be ascribed such dollar value as may be determined by or at the direction of the Committee. For the purpose of determining TSR, the value of dividends and other distributions shall be determined by treating them as reinvested in additional shares of stock at the closing market price on the corresponding ex-dividend date.
- iv. “Beginning Price” means, with respect to the Company and any other Company Peer Group member, the average of the closing market prices of such company’s common stock on the principal exchange on which such stock is traded for the twenty (20) consecutive trading days ending with the last day before the beginning of the Performance Period. For the purpose of determining Beginning Price, the value of dividends and other distributions shall be determined by treating them as reinvested in additional shares of stock at the closing market price on the corresponding ex-dividend date.
- v. “Ending Price” means, with respect to the Company and any other Company Peer Group member, the average of the closing market prices of such company’s common stock on the principal exchange on which such stock is traded for the twenty (20) consecutive trading days ending on the last trading day of the Performance Period. For the purpose of determining Ending Price, the value of dividends and other distributions shall be determined by treating them as reinvested in additional shares of stock at the closing market price on the corresponding ex-dividend date.

vi. “Company Peer Group” means the Company and each of the following companies:

Abercrombie & Fitch Co.	Fossil Group, Inc.
Aéropostale, Inc.	Kate Spade & Company
American Eagle Outfitters, Inc.	Michael Kors Holdings Limited
ANN INC.	New York & Company, Inc.
Chico’s FAS, Inc.	PVH Corp.
The Children’s Place, Inc.	Quiksilver, Inc.
Coach, Inc.	Ralph Lauren Corporation
Deckers Outdoor Corporation	Urban Outfitters, Inc.
Express, Inc.	

The Company Peer Group shall be subject to adjustment by the Committee for changes that occur prior to the end of the Performance Period as follows: In the event of a merger or other business combination of a Company Peer Group member (including, without limitation, the acquisition of a Company Peer Group member, or all or substantially all of its assets, by a separate entity), such Company Peer Group member shall be excluded from the Company Peer Group; provided, however, that in the event of a merger or other business combination of two Company Peer Group members (including, without limitation, the acquisition of one Company Peer Group member, or all or substantially all of its assets, by another Company Peer Group member), the surviving, resulting or successor entity, as the case may be, shall continue to be treated as a member of the Company Peer Group, provided that the common stock (or similar equity security) of such entity is listed or traded on a national securities exchange as of the end of the Performance Period. In the event a member of the Company Peer Group files for bankruptcy or liquidates, such company shall continue to be treated as a Company Peer Group member; provided that such company’s Ending Price will be treated as \$0 if the company is no longer listed or traded on a national securities exchange as of the end of the Performance Period. Other than as provided above, in the event that the common stock (or similar equity security) of a Company Peer Group member is otherwise not listed or traded on a national securities exchange at the end of the Performance Period, such entity shall be excluded from the Company Peer Group.

With respect to the computation of TSR, Beginning Price, and Ending Price, there shall also be an equitable and proportionate adjustment to the extent (if any) necessary to preserve the intended incentives of this Award and mitigate the impact of any stock split, stock dividend or reverse stock split occurring during the Performance Period (or during the applicable 20-day period in determining Beginning Price or Ending Price, as the case may be). The Committee’s determination of whether such an adjustment is required (and the extent of any such adjustment) shall be final and binding.

4. Dividend Equivalents. If a cash dividend is paid with respect to the Common Stock during the Performance Period and while any Restricted Stock Units subject to this Award are outstanding, the Grantee shall be credited with an amount in cash equal to the dividends the Grantee would have received if he had been the owner of the shares of Common Stock subject to the outstanding Target Number of Restricted Stock Units; provided, however, that no amount shall be credited with respect to shares that have been delivered to the Grantee as of the applicable dividend record date. Any amounts credited under this Section 4 (“Dividend Equivalents”) shall be subject to the same terms and conditions as the Restricted Stock Units to which they relate (including, without limitation, application of the applicable Vesting Percentage) and shall vest and be paid (or, if applicable, be forfeited) at the same time as the Restricted Stock Units to which they relate.
5. Delivery of Shares. Except as otherwise provided in Section 8 below with respect to a Change in Control, the Company shall deliver or cause to be delivered to the Grantee the number of Award Shares subject to any Restricted Stock Units that vest pursuant to the terms hereof as soon as administratively practicable after (and in no event later than 74 days following) the Vesting Date. Any Dividend Equivalents described in Section 4 above related to such Award Shares shall be paid in cash at the same time as the delivery of the Award Shares under this Section 5. Notwithstanding the foregoing: (a) in the event of the Grantee’s death or Disability (as such term is defined for purposes of Section 409A of the Code), then such shares shall be settled as soon as administratively practicable after (and in all events within 90 days after) such event; and (b) in the event of the Grantee’s “separation from service” (as such term is defined for purposes of Code Section 409A) upon or within two years following a Section 409A Change in Control (as such term is defined in Section 8(A)), then such shares shall be settled as soon as administratively possible after (and in all events within ten days after) such event (subject to Section 10(C)).
6. Adjustments Upon Specified Events. Upon the occurrence of certain events relating to the Company’s Common Stock contemplated by Section 16(b) of the Plan, the Committee will make adjustments, if appropriate, in the number of Restricted Stock Units and the number and kind of securities subject to this Award.
7. Effect of Certain Cessations of Service.
 - A. If, at any time prior to the Vesting Date, the Grantee’s employment is terminated by the Company without “Cause” (as defined in the Employment Agreement) or by the Grantee for “Good Reason” (as defined in the Employment Agreement) and a Change in Control has not previously occurred, the following shall apply with respect to this Award: (i) the Target Number of Restricted Stock Units shall be pro-rated by multiplying the Target Number of Restricted Stock Units by a fraction, the numerator of which is the number of days of the Grantee’s employment between the first day of the Performance Period and the date of such termination of the Grantee’s employment, and the denominator of which is the total number of days in the Performance Period, and (ii) such pro-rated number of Target Number of Restricted Stock Units shall remain outstanding and eligible to vest on the Vesting Date based on the Vesting Percentage determined under Section 3(A) as though the Grantee’s employment had not been terminated.

- B. If, at any time prior to the Vesting Date, the Grantee's death or "Disability" (as such term is defined in the Employment Agreement) occurs while the Grantee is in Service with the Company and a Change in Control has not previously occurred, this Award will vest as of the date of such event with respect to the Target Number of Restricted Stock Units.
 - C. If the Grantee's Service terminates for any other reason, this Award and the Restricted Stock Units subject hereto, to the extent outstanding and unvested as of the date of such termination of Service, shall terminate and be cancelled as of the date of such termination of Service. Sections 14(a) and 14(b) of the Plan shall not apply to this Award.
 - D. For purposes of clarity, any Restricted Stock Units that vest pursuant to this Section 7 (and any Dividend Equivalents related thereto) shall still be paid at the applicable time set forth in Section 5.
8. Change in Control. Notwithstanding anything to the contrary in Section 3, Section 5 or Section 7 of this Agreement or any provision of the Plan, the following provisions shall apply upon a Change in Control (as defined in the Employment Agreement):
- A. If a Change in Control occurs and this Award (to the extent outstanding) is not continued following such event or assumed or converted into restricted stock units of any successor entity to the Company or a parent thereof (the "Successor Entity"), this Award will vest as of the date of such Change in Control with respect to a number of Restricted Stock Units determined as follows:
 - i. If the Change in Control occurs during the Company's 2016 fiscal year, this Award shall be become vested as to the Target Number of Restricted Stock Units.
 - ii. If the Change in Control occurs during the Company's 2017 fiscal year or 2018 fiscal year, the number of Restricted Stock Units subject to this Award that vest in accordance with this Section 8(A)(ii) shall be determined as though the Performance Period ended as of the date of the Change in Control, and the Vesting Percentage under Section 3(A) shall be determined based on actual TSR performance for such shortened performance period.

Any such Restricted Stock Units (and any related Dividend Equivalents) that become vested pursuant to this Section 8(A) shall be paid at the time(s) otherwise provided in Section 5; provided that if such Change in Control constitutes a "change in the ownership or effective control" of the Company, or a change "in the ownership of a substantial portion of the assets" of the Company within the meaning of Section 409A of the Code (a "Section 409A Change in Control"), the outstanding vested Restricted Stock Units subject to this Award and any related Dividend Equivalents shall be paid upon or as soon as practicable after the date of such Change in Control to the extent such acceleration of payment can be made in accordance with Treas. Reg. §1.409A-3(j)(4)(ix) (or other exemption from the general prohibitions on accelerations of payments under Section 409A of the Code) and not result in any tax, penalty or interest under Section 409A of the

Code. In connection with any such Change in Control where payment of such Restricted Stock Units subject to this Award will not be made in connection with the Change in Control, the Committee may make provision for such Restricted Stock Units to become payable in cash based on the Fair Market Value of a share of Common Stock at the time of such Change in Control (with interest for the period from the date of such Change in Control to the applicable payment date at such rate as determined by the Committee based on the interest earned by interest bearing, FDIC insured deposits) as opposed to being payable in securities. The foregoing provisions do not supersede Section 7(C) to the extent the Grantee's Service to the Company terminates and such provision is triggered prior to a Change in Control.

- B. If this Award (to the extent then outstanding) is continued following a Change in Control or is assumed or converted into restricted stock units of any Successor Entity, the number of Restricted Stock Units subject to this Award shall be adjusted as provided in the next sentence, and such adjusted number of Restricted Stock Units shall remain eligible to vest on the Vesting Date in accordance with this Section 8(B). In such circumstances, the number of Restricted Stock Units subject to this Award shall be adjusted in connection with the Change in Control as follows:
- i. If the Change in Control occurs during the Company's 2016 fiscal year, the number of Restricted Stock Units subject to this Award that shall remain eligible to vest in accordance with this Section 8(B) shall be equal to the Target Number of Restricted Stock Units.
 - ii. If the Change in Control occurs during the Company's 2017 fiscal year or 2018 fiscal year, the number of Restricted Stock Units subject to this Award that shall remain eligible to vest in accordance with this Section 8(B) shall be determined as though the Performance Period ended as of the date of the Change in Control, and the Vesting Percentage under Section 3(A) shall be determined based on actual TSR performance for such shortened performance period.

In such circumstances, the performance-based vesting conditions of Section 3(A) shall no longer apply to this Award, and the number of Restricted Stock Units subject to this Award (as so adjusted pursuant to Section 8(B)(i) or (ii) above, as applicable) shall remain eligible to vest on the original Vesting Date (without such date being modified due to the occurrence of the Change in Control), subject to the Grantee remaining continuously in Service with the Company following such Change in Control through the Vesting Date (subject to the accelerated vesting provisions set forth in Section 7(A) and 7(B) above); provided, however, that if a termination of the Grantee's Service described in Section 7(A) or 7(B) above occurs after such Change in Control and prior to the Vesting Date, this Award will vest as of the date of such termination of the Grantee's Service with respect to the adjusted number of Restricted Stock Units subject to this Award as determined under Section 8(B)(i) or (ii) above, as applicable. Any Restricted Stock Units (and any related Dividend Equivalents) that vest pursuant to this Section 8(B) shall be paid at the time(s) otherwise provided in Section 5.

Section 17 of the Plan shall not apply with respect to this Award.

9. Restrictions on Transfer. The Grantee may not sell, assign, transfer, pledge, encumber or otherwise alienate, hypothecate or dispose of this Award or the Grantee's right hereunder to receive Award Shares, except as otherwise provided in the Committee's sole discretion consistent with the Plan and applicable securities laws.
10. Taxes.
 - A. The settlement of this Award is conditioned on the Grantee making arrangements reasonably satisfactory to the Company for the withholding of all applicable federal, state, local or foreign taxes as may be required under applicable law.
 - B. It is intended that any amounts payable under this Agreement shall either be exempt from or comply with Section 409A of the Code (including the Treasury regulations and other published guidance relating thereto) ("Code Section 409A") so as not to subject the Grantee to payment of any additional tax, penalty or interest imposed under Code Section 409A. The provisions of this Agreement shall be construed and interpreted to avoid the imputation of any such additional tax, penalty or interest under Code Section 409A yet preserve (to the nearest extent reasonably possible) the intended benefit payable to the Grantee.
 - C. If the Grantee is a "specified employee" within the meaning of Treasury Regulation Section 1.409A-1(i) as of the date of the Grantee's "separation from service" (as such term is defined for purposes of Code Section 409A), the Grantee shall not be entitled to any payment or benefit pursuant to this Award until the earlier of (i) the date which is six (6) months after the Grantee's separation from service for any reason other than death, or (ii) the date of the Grantee's death. The provisions of this Section 10(C) shall only apply if, and to the extent, required to avoid the imputation of any tax, penalty or interest pursuant to Code Section 409A. Any amounts otherwise payable to the Grantee upon or in the six (6) month period following the Grantee's separation from service that are not so paid by reason of this Section 10(C) shall be paid (without interest) as soon as practicable (and in all events within thirty (30) days) after the date that is six (6) months after the Grantee's separation from service (or, if earlier, as soon as practicable, and in all events within thirty (30) days, after the date of the Grantee's death).
 - D. It is intended that this Award qualify as "performance-based compensation" for purposes of Section 162(m) of the Code and the provisions of this Agreement shall be construed and interpreted consistent with that intent.
11. Compliance. The Grantee hereby agrees to cooperate with the Company, regardless of Grantee's employment status with the Company, to the extent necessary for the Company to comply with applicable state and federal laws and regulations relating to the Restricted Stock Units.
12. Notices. Any notice required or permitted under this Agreement shall be deemed given when personally delivered, or when deposited in a United States Post Office, postage prepaid, addressed, as appropriate, to the Grantee either at the address on record with the Company or such other address as may be designated by Grantee in writing to the

Company; or to the Company, Attention: Stock Plan Administration, 1444 South Alameda Street, Los Angeles, California 90021, or such other address as the Company may designate in writing to the Grantee.

13. Failure to Enforce Not a Waiver. The failure of the Company or the Grantee to enforce at any time any provision of this Agreement shall in no way be construed to be a waiver of such provision or of any other provision hereof.
14. Governing Law. This Agreement shall be governed by and construed according to the laws of the State of Delaware, without regard to Delaware or other laws that might cause other law to govern under applicable principles of conflicts of law. For purposes of litigating any dispute that arises under this Agreement, the parties hereby submit to and consent to the jurisdiction of the State of California, and agree that such litigation shall be conducted in the courts of Los Angeles County, or the federal courts for the United States for the Central District of California, and no other courts, where this Agreement is made and/or to be performed.
15. Electronic Delivery. The Company may, in its sole discretion, decide to deliver any documents related to the Restricted Stock Units awarded under the Plan or future restricted stock or restricted stock units that may be awarded under the Plan by electronic means or request Grantee's consent to participate in the Plan by electronic means. Grantee hereby consents to receive such documents by electronic delivery and agrees to participate in the Plan through an on-line or electronic system established and maintained by the Company or another third party designated by the Company.
16. Severability. The provisions of this Agreement are severable and if any one or more provisions are determined to be illegal or otherwise unenforceable, in whole or in part, the remaining provisions shall nevertheless be binding and enforceable.
17. Amendments. This Agreement may be amended or modified at any time by an instrument in writing signed by both parties.
18. Agreement Not a Contract of Employment. Neither the grant of the Restricted Stock Units, this Agreement nor any other action taken in connection herewith shall constitute or be evidence of any agreement or understanding, express or implied, that the Grantee is an employee of the Company or any subsidiary of the Company.
19. Committee's Powers. No provision contained in this Agreement shall in any way terminate, modify or alter, or be construed or interpreted as terminating, modifying or altering any of the powers, rights or authority vested in the Committee or, to the extent delegated, in its delegate pursuant to the terms of the Plan or resolutions adopted in furtherance of the Plan, including, without limitation, the right to make certain determinations and elections with respect to the Restricted Stock Units.
20. Termination of this Agreement. Upon termination of this Agreement, all rights of the Grantee hereunder shall cease.
21. Clawback Policy. This Award is subject to the terms of the Company's recoupment, clawback or similar policy as it may be in effect from time to time, as well as any similar provisions of applicable law, any of which could in certain circumstances require repayment or forfeiture of this Award or any shares of Common Stock or other cash or

property received with respect to this Award (including any value received from a disposition of the shares acquired in respect of this Award).

IN WITNESS WHEREOF, the Company has caused this Agreement to be executed on its behalf by a duly authorized officer and the Grantee has hereunto set his or her hand as of the date and year first above written.

**GUESS?, INC.,
a Delaware corporation**

By: /s/ Jason T. Miller

Print Name: Jason T. Miller

Its: Secretary

GRANTEE

/s/ Paul Marciano

Signature

Paul Marciano

Print Name

I, Paul Marciano, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Guess?, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: June 3, 2015

By: /s/ PAUL MARCIANO

Paul Marciano
*Chief Executive Officer and
Vice Chairman of the Board*

I, Sandeep Reddy, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Guess?, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: June 3, 2015

By: /s/ SANDEEP REDDY

Sandeep Reddy
Chief Financial Officer

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002

I, Paul Marciano, Chief Executive Officer and Vice Chairman of the Board of Guess?, Inc. (the "Company"), do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

- the Quarterly Report on Form 10-Q of the Company for the period ended May 2, 2015, as filed with the Securities and Exchange Commission (the "Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: June 3, 2015

By: /s/ PAUL MARCIANO

Paul Marciano
*Chief Executive Officer and
Vice Chairman of the Board*

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002

I, Sandeep Reddy, Chief Financial Officer of Guess?, Inc. (the “Company”), do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

- the Quarterly Report on Form 10-Q of the Company for the period ended May 2, 2015, as filed with the Securities and Exchange Commission (the “Report”), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: June 3, 2015

By: /s/ SANDEEP REDDY

Sandeep Reddy
Chief Financial Officer

