

GUESS INC
Form 5
March 14, 2014

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
MARCIANO PAUL

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
GUESS INC [GES]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice Chairman and CEO

C/O GUESS?, INC., 1444 SOUTH ALAMEDA STREET

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
02/01/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

LOS ANGELES, CA 90021

(City) (State) (Zip)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/10/2013	Â	G	53,560 A \$ 0	105,977	I	by Exempt Gift Trust <u>(1)</u>
Common Stock	10/10/2013	Â	G	71,184 A \$ 0	71,184	I	by Nonexempt Gift Trust <u>(2)</u>
Common Stock	10/14/2013	Â	G	6,000 A \$ 0	77,184	I	by Nonexempt Gift Trust <u>(2)</u>

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Common Stock	Â	Â	Â	Â	Â	Â	67,725 ⁽³⁾	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	6,874,390 ⁽³⁾	I	by Paul Marciano Trust ⁽⁴⁾
Common Stock	Â	Â	Â	Â	Â	Â	33,988 ⁽³⁾	I	by G4 GRAT ⁽⁵⁾
Common Stock	Â	Â	Â	Â	Â	Â	170,666	I	by G Financial Holdings, LLC ⁽⁶⁾
Common Stock	Â	Â	Â	Â	Â	Â	1,362,633	I	by G Financial Holdings II, LLC ⁽⁷⁾
Common Stock	Â	Â	Â	Â	Â	Â	1,164,971	I	by MFH II, LLC ⁽⁸⁾
Common Stock	Â	Â	Â	Â	Â	Â	1,481,700	I	by NRG Capital Holdings, LLC ⁽⁹⁾

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is Fi (I
					(A) (D)	Date Exercisable Expiration Date	Title or Number of Shares		

Reporting Owners

Reporting Owner Name / Address

Relationships

