

GUESS INC
Form 4
January 05, 2015

FORM 4

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

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MARCIANO MAURICE

(Last) (First) (Middle)

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

(Street)

LOS ANGELES, CA 90021

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/04/2014		G	V	293,125	D	\$ 0	0 ⁽¹⁾	I	By Next Step GRAT III ⁽²⁾
Common Stock	09/08/2014		G	V	83,937	A	\$ 0	136,201	I	By Exempt G2 Trust ⁽³⁾
Common Stock	10/15/2014		G	V	66,880	A	\$ 0	264,384	I	By G2 Trust ⁽⁴⁾
Common Stock	12/31/2014		F		1,435	D	\$ 21.08	20,424 ⁽¹⁾	D	
Common Stock								6,522,098 ⁽¹⁾	I	By MM Trust ⁽⁵⁾

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Common Stock	103,801	I	By Next Step Capital, LLC ⁽⁶⁾
Common Stock	554,940 ⁽¹⁾	I	By Next Step Capital II, LLC ⁽⁷⁾
Common Stock	1,500,000	I	By CAROLEM Capital, LLC ⁽⁸⁾
Common Stock	70	I	By trust ⁽⁹⁾
Common Stock	349,491 ⁽¹⁾	I	By MM Special Exempt Trust ⁽¹⁰⁾
Common Stock	2,000,000 ⁽¹⁾	I	by MM CRUT, LLC ⁽¹¹⁾

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

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

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(9-02)

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

MARCIANO MAURICE
C/O GUESS?, INC.
1444 S. ALAMEDA STREET
LOS ANGELES, CA 90021

X X

Signatures

/s/ Jason T. Miller
(attorney-in-fact)

01/05/2015

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Reflects changes in form of ownership that are exempt pursuant to Rule 16a-13 under the Securities Exchange Act of 1934 since there was no change in pecuniary interest.
- (2) Shares are held by Next Step GRAT III, of which the reporting person has sole investment power.
- (3) Shares are held by Exempt G2 Trust, of which the reporting person is sole trustee. The reporting person disclaims beneficial ownership of these shares, except to the extent of the reporting person's pecuniary interest therein.
- (4) Shares are held by G2 Trust, of which the reporting person is sole trustee. The reporting person disclaims beneficial ownership of these shares, except to the extent of the reporting person's pecuniary interest therein.
- (5) Shares are held by the Maurice Marciano Trust (2006 Restatement), a revocable trust of which the reporting person is the sole trustee and sole beneficiary and has the exclusive pecuniary interest.
Shares are held by Next Step Capital, LLC in accounts specifically allocated to trusts for the benefit of the reporting person and certain others. The reporting person disclaims beneficial ownership of these shares, except to the extent of the reporting person's pecuniary interest therein.
- (6) Shares are held by Next Step Capital II, LLC in accounts specifically allocated to trusts for the benefit of the reporting person and certain others. The reporting person disclaims beneficial ownership of these shares except to the extent of the reporting person's pecuniary interest therein.
Shares are held by CAROLEM Capital, LLC in accounts specifically allocated to trusts for the benefit of the reporting person and his children. The reporting person disclaims beneficial ownership of these shares, except to the extent of the reporting person's pecuniary interest therein.
- (8) Shares are held by Maurice Marciano Gift Trust FBO Caroline Marciano, of which the reporting person is the sole trustee.
- (9) Shares are held by Maurice Marciano Special Exempt Trust, of which the reporting person has sole investment power.
- (10) Shares are held by MM CRUT, LLC.
- (11)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.