

Kershaw Nigel

Form 3

December 17, 2012

**FORM 3****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 \*

Kershaw Nigel

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

12/07/2012

3. Issuer Name **and** Ticker or Trading Symbol  
GUESS INC [GES]4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)C/O GUESS?, INC., 1444  
SOUTH ALAMEDA STREET

(Street)

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer ☐ Other  
(give title below) (specify below)  
Interim CFO6. Individual or Joint/Group  
Filing(Check Applicable Line)  
☒ Form filed by One Reporting  
Person  
☐ Form filed by More than One  
Reporting Person

LOS ANGELES, CA 90021

(City)

(State)

(Zip)

**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common Stock

19,911

D

A

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

SEC 1473 (7-02)

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information contained in this form are not  
required to respond unless the form displays a  
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)  
Title4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)6. Nature of Indirect  
Beneficial  
Ownership  
(Instr. 5)

## Edgar Filing: Kershaw Nigel - Form 3

	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	01/31/2011	03/19/2017	Common Stock	425	\$ 41.12	D	Â
Employee Stock Option (right to buy)	12/31/2011	04/03/2018	Common Stock	1,200	\$ 41.71	D	Â
Employee Stock Option (right to buy)	Â <u>(1)</u>	04/14/2019	Common Stock	7,500	\$ 22.03	D	Â
Employee Stock Option (right to buy)	Â <u>(2)</u>	04/29/2020	Common Stock	2,500	\$ 47.94	D	Â
Employee Stock Option (right to buy)	Â <u>(3)</u>	06/24/2020	Common Stock	8,000	\$ 32.78	D	Â
Employee Stock Option (right to buy)	Â <u>(4)</u>	04/15/2021	Common Stock	4,000	\$ 38.9	D	Â
Employee Stock Option (right to buy)	Â <u>(5)</u>	01/06/2022	Common Stock	15,000	\$ 29.9	D	Â
Employee Stock Option (right to buy)	Â <u>(6)</u>	03/28/2022	Common Stock	6,000	\$ 31.36	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kershaw Nigel C/O GUESS?, INC. 1444 SOUTH ALAMEDA STREET LOS ANGELES, CA 90021	Â	Â	Â Interim CFO	Â

## Signatures

Nigel Kershaw 12/17/2012

\_\_Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Options to purchase 5,000 of such shares are fully vested. Option to purchase the remaining 2,500 shares vest on 12/31/2012.
- (2) The option vests in four equal installments on each December 31 of 2010, 2011, 2012 and 2013.
- (3) The option vests in four equal installments on each June 24 of 2011, 2012, 2013 and 2014.
- (4) The option vests in four equal installments on each December 31 of 2011, 2012, 2013 and 2014.
- (5) The option vests in four equal installments on each January 6 of 2013, 2014, 2015 and 2016.
- (6) The option vests in four equal installments on each January 5 of 2013, 2014, 2015 and 2016.

Â

**Remarks:**

PowerÂ ofÂ Attorney

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

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