GUESS INC
Form DEF 14A
May 24, 2011

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

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the Registrant ý

Filed by a Party other than the Registrant o

Check the appropriate box:

o Preliminary Proxy Statement

o Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

ý Definitive Proxy Statement

o Definitive Additional Materials

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GUESS?, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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(1) Amount Previously Paid:

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May 19, 2011

Dear Shareholder:

We are pleased to invite you to the annual meeting of shareholders of Guess?, Inc. to be held on Thursday, June 23, 2011, at 9:00 a.m., local time, at the Beverly Hills Hotel, 9641 Sunset Boulevard, Beverly Hills, California 90210.

At the annual meeting, you will be asked to: (i) elect three directors, (ii) cast an advisory vote on the compensation of our named executive officers, (iii) cast an advisory vote on the frequency of a shareholder vote on the compensation of our named executive officers, (iv) ratify the appointment of independent auditors for the fiscal year ending January 28, 2012, and (v) consider such other business as may properly come before the annual meeting. The enclosed proxy statement more fully describes the details of the business to be conducted at the annual meeting.

Whether or not you plan to attend the annual meeting in person, your vote is very important. Accordingly, we hope that you will vote as soon as possible by using the telephone or Internet voting systems, or by completing and mailing the enclosed proxy card.

Thank you for your ongoing support of and continued interest in Guess?, Inc.

Maurice Marciano
Chairman of the Board

Paul Marciano
Chief Executive Officer and
Vice Chairman of the Board

GUESS?, INC.

1444 South Alameda Street
Los Angeles, California 90021

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
To be held on June 23, 2011

Time and Date:	9:00 a.m., local time, on Thursday, June 23, 2011
Place:	The Beverly Hills Hotel, 9641 Sunset Boulevard, Beverly Hills, California 90210
Items of Business:	1. To elect three directors for a term of three years each until their successors are duly elected and qualified. 2. To conduct an advisory vote on the compensation of our named executive officers. 3. To conduct an advisory vote on the frequency of a shareholder vote on the compensation of our named executive officers. 4. To ratify the appointment of independent auditors for the fiscal year ending January 28, 2012. 5. To consider such other business as may properly come before the annual meeting.
Adjournments and Postponements:	Any action on the items of business described above may be considered at the annual meeting at the time and on the date specified above or at any time and date to which the annual meeting may be properly adjourned or postponed.
Record Date:	You are entitled to vote at this annual meeting only if you were a Guess?, Inc. shareholder as of the end of business on May 5, 2011.
Admission:	Please note that space limitations make it necessary to limit attendance to shareholders and one guest. If your shares are held by a broker, bank or other nominee and you wish to attend the annual meeting, you must obtain a letter from the broker, bank or other nominee confirming your beneficial ownership of the shares as of the record date and bring it to the annual meeting. Admission to the annual meeting will be on a first-come, first-served basis. Cameras and recording devices will not be permitted at the annual meeting. The annual meeting will begin promptly at 9:00 a.m., local time. Registration will begin at 8:30 a.m., local time.
Voting:	**Your vote is very important. Whether or not you plan to attend the annual meeting, we encourage you to read this proxy statement and submit your proxy as soon as possible. You may submit your proxy for the annual meeting by using the telephone or Internet voting systems or by completing, signing, dating and returning your proxy card in the pre-addressed envelope provided. For specific instructions on how to vote your shares, please refer to the section entitled "Questions and Answers about the Proxy Materials and Annual Meeting" beginning on page 1 of this proxy statement and the instructions on the proxy card.**

BY ORDER OF THE BOARD OF DIRECTORS,

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

This notice of annual meeting and proxy statement and form of proxy are being distributed on or about May 24, 2011.

GUESS?, INC.

1444 South Alameda Street
Los Angeles, California 90021

PROXY STATEMENT
FOR ANNUAL MEETING OF SHAREHOLDERS
To be held on June 23, 2011

This proxy statement (the "Proxy Statement") and the enclosed form of proxy are being furnished commencing on or about May 24, 2011, in connection with the solicitation by the Board of Directors (the "Board of Directors" or the "Board") of Guess?, Inc. (the "Company") of proxies in the enclosed form for use at the 2011 annual meeting of shareholders (the "Annual Meeting") to be held at the Beverly Hills Hotel, 9641 Sunset Boulevard, Beverly Hills, California 90210, on Thursday, June 23, 2011, at 9:00 a.m., local time, and any adjournments or postponements thereof, for the purposes set forth in the accompanying Notice of Annual Meeting of Shareholders.

QUESTIONS AND ANSWERS ABOUT THE PROXY MATERIALS AND ANNUAL MEETING

Q: Why am I receiving these materials?

A:

The Board of Directors is providing these proxy materials for you in connection with the Annual Meeting, which will take place on June 23, 2011. As a shareholder as of May 5, 2011, you are invited to attend the Annual Meeting and are entitled to and requested to vote on the items of business described in this Proxy Statement.

Q: What information is contained in this Proxy Statement?

A:

The information included in this Proxy Statement relates to the proposals to be voted on at the Annual Meeting, the voting process, the compensation of directors and most highly paid executive officers, and certain other required information.

Q: How do I obtain the Company's Annual Report on Form 10-K?

A:

A copy of the Company's fiscal 2011 Annual Report on Form 10-K is enclosed.

Shareholders may request another free copy of the fiscal 2011 Annual Report on Form 10-K from:

Guess?, Inc.
Attn: Investor Relations
1444 South Alameda Street
Los Angeles, California 90021
(213) 765-5578
http://investors.guess.com

The Company will also furnish any exhibit to the fiscal 2011 Annual Report on Form 10-K if specifically requested.

Q: What may I vote on by proxy?

A:

(1) The election of three nominees to serve on the Board;

(2)
An advisory vote on the compensation of our named executive officers;

(3)
An advisory vote on the frequency of a shareholder vote on the compensation of our named executive officers; and

(4) The ratification of the appointment of Ernst & Young LLP as independent auditors of the Company for the fiscal year ending January 28, 2012 ("fiscal 2012").

Q: How does the Board recommend I vote on the proposals?

A: The Board recommends a vote FOR the nominees, FOR the advisory resolution approving the compensation of the named executive officers, FOR holding the advisory vote on compensation of the named executive officers EVERY THREE YEARS, and FOR the ratification of the appointment of Ernst & Young LLP as independent auditors of the Company for fiscal 2012. Unless instructed to the contrary in the proxy, the shares represented by the proxies will be voted as recommended by the Board.

Q: Who is entitled to vote?

A: Shareholders as of the close of business on May 5, 2011 (the "Record Date") are entitled to vote at the Annual Meeting.

Q: How many shares can vote?

A: As of the Record Date, May 5, 2011, 92,574,703 shares of common stock (the "Common Stock") of the Company, the only voting securities of the Company, were issued and outstanding. Every shareholder of Common Stock is entitled to one vote for each share held.

Q: How do I vote?

A: You are eligible to vote at the Annual Meeting using one of four methods:

- *Voting by Internet.* To vote via the Internet, use the website indicated on the enclosed proxy card;
- *Voting by Telephone.* To vote by telephone, call the toll-free number on the enclosed proxy card;
- *Voting by Mail.* To vote by mail, simply mark the enclosed proxy card, date and sign it, and return it in the postage-paid envelope provided; or
- *Voting in Person.* To vote in person, you must attend the Annual Meeting and follow the procedures for voting announced at the Annual Meeting. Please note that if your shares are held by a broker or other nominee you must present a legal proxy from such broker or nominee in order to be able to vote at the Annual Meeting.

The Internet and telephone voting procedures are designed to authenticate your identity, to allow you to vote your shares and to confirm that your voting instructions have been properly recorded. Specific instructions are set forth on the enclosed proxy card. In order to be timely processed, an Internet or telephone vote must be received by 1:00 a.m. Eastern Time on June 23, 2011. Regardless of the method you choose, your vote is important. Please vote by following the specific instructions on your proxy card. All proxies will be governed by and construed in accordance with the laws of the State of Delaware and applicable federal securities laws.

You have the right to revoke your proxy at any time before the Annual Meeting by:

- Notifying the Corporate Secretary of the Company in writing;
- Returning a later-dated proxy card;

Entering a later-dated telephone or Internet vote; or

Voting in person.

Attendance at the Annual Meeting will not revoke a proxy unless you actually vote in person at the meeting.

Q: What if my shares are held in "street name?"

A:

If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares held in street name, and these proxy materials are being forwarded to you by your broker or nominee which is considered, with respect to those shares, the shareholder of record. As the beneficial owner, you have the right to direct your broker how to vote and are also invited to attend the Annual Meeting. However, since you are not the shareholder of record, you may not vote these shares in person at the Annual Meeting unless you obtain a signed proxy from the record holder giving you the right to vote these shares. Your broker or nominee has enclosed or provided a voting instruction card for you to use in directing the broker or nominee how to vote your shares.

Q: What shares are included on the proxy card(s)?

A:

The shares on your proxy card(s) represent ALL of your shares. If you do not return your proxy card(s), vote by Internet, telephone or in person at the Annual Meeting, your shares will not be voted.

Q: What does it mean if I get more than one proxy card?

A:

If your shares are registered differently and are in more than one account, you will receive more than one proxy card. If you intend to vote by return mail, sign and return all proxy cards to ensure that all your shares are voted. We encourage you to have all accounts registered in the same name and address (whenever possible). You can accomplish this by contacting our transfer agent:

Computershare Investor Services
P.O. Box 43078
Providence, Rhode Island 02940-3078
(877) 282-1168 or
(781) 575-4593

www.computershare.com

Q: How may I obtain a separate set of voting materials?

A:

If you share an address with another shareholder, you may receive only one set of proxy materials (including our fiscal 2011 Annual Report on Form 10-K and this Proxy Statement) unless you have provided contrary instructions. If you wish to receive a separate set of proxy materials now or in the future, you may write or call us to request a separate copy of these materials at:

Guess?, Inc.
Attn: Investor Relations
1444 South Alameda Street
Los Angeles, California 90021
(213) 765-5578

Similarly, if you share an address with another shareholder and have received multiple copies of our proxy materials, you may write or call us at the above address and phone number to request delivery of a single copy of these materials in the future.

Q: What is a "quorum?"

A:

A "quorum" is a majority of the outstanding shares entitled to vote. They may be present at the Annual Meeting or represented by proxy. A quorum must have been established in order to consider any matter at the Annual Meeting.

Q: What is required to approve each proposal?

A:

The three candidates for director receiving the most votes will be elected directors of the Company. Shareholders may not cumulate their votes.

With respect to the vote on the frequency of the advisory vote on the compensation of our named executive officers, if none of the frequency options receive a majority of the votes cast, the option receiving the greatest number of votes will be considered the frequency recommended by the Company's shareholders.

All other proposals require the affirmative "for" vote of a majority of those shares present in person or represented by proxy and entitled to vote on those proposals at the Annual Meeting.

A properly executed proxy marked "Abstain" with respect to any proposal will not be voted, although it will be counted for purposes of determining whether there is a quorum. Because abstentions represent shares entitled to vote, the effect of an abstention will be the same as a vote against a proposal. However, abstentions will have no effect on the election of directors or the vote on the frequency of the advisory vote on the compensation of our named executive officers.

Although the advisory votes on the compensation of our named executive officers and the frequency of such votes are non-binding, as provided by law, our Board will review the results of the votes and take them into account in making a determination concerning executive compensation and the frequency of such advisory votes.

Q: What is the impact of not casting your vote if you hold shares beneficially in street name?

A:

If you hold your shares in street name and you do not provide your broker with specific voting instructions, your broker may vote your shares only with respect to certain matters considered routine, such as the ratification of the appointment of independent auditors. Because of recent rule changes, the uncontested election of directors is no longer considered a routine matter. Similarly, the rules have been changed to prohibit broker discretionary authority with respect to votes on executive compensation. Therefore, brokers do not have the discretion to vote on the election of directors (Proposal No. 1), the advisory vote on the compensation of our named executive officers (Proposal No. 2) or the advisory vote on the frequency of a shareholder vote on the compensation of our named executive officers (Proposal No. 3). If you hold your shares in street name and you do not instruct your broker how to vote in these matters, no votes will be cast on your behalf. These "broker non-votes" will be treated as shares that are present and entitled to vote for purposes of determining the presence of a quorum, but not as shares entitled to vote on a particular proposal. Your broker will continue to have discretion to vote any uninstructed shares on the ratification of the appointment of Ernst & Young LLP as the Company's independent auditors (Proposal No. 4).

Your broker will provide you with directions on voting your shares, and you should instruct your broker to vote your shares according to those instructions.

Q: How will voting on any other business be conducted?

A:

Although we do not know of any business to be considered at the Annual Meeting other than the proposals described in this Proxy Statement, if any other business is presented at the Annual Meeting, your signed proxy card will give authority to each of J. Michael Prince, our Chief Operating Officer, Deborah Siegel, our General Counsel and Secretary, and Jason Miller, our Assistant General Counsel and Assistant Secretary, to vote on such matters at their discretion.

Q: What is the deadline to propose actions for consideration at next year's annual meeting of shareholders or to nominate individuals to serve as directors?

A:

You may submit proposals, including director nominations, for consideration at future shareholder meetings as follows:

Shareholder Proposals: For a shareholder proposal to be considered for inclusion in the Company's proxy statement for the annual meeting next year, the written proposal must be received by the Corporate Secretary of the Company at our principal executive offices no later than January 25, 2012. If the date of next year's annual meeting is moved more than 30 days before or after the anniversary date of the Annual Meeting, the deadline for inclusion of proposals in our proxy statement is instead a reasonable time before we begin to print and mail our proxy materials. Such proposals also will need to comply with Securities and Exchange Commission ("SEC") regulations under Rule 14a-8 regarding the inclusion of shareholder proposals in company-sponsored proxy materials. Proposals should be addressed to:

Guess?, Inc.
Attn: Corporate Secretary
1444 South Alameda Street
Los Angeles, California 90021

For a shareholder proposal that is not intended to be included in the Company's proxy statement under Rule 14a-8, the shareholder must deliver a proxy statement and form of proxy to holders of a sufficient number of shares of Common Stock to approve that proposal, provide the information required by the bylaws of the Company (the "Bylaws") and give timely notice to the Corporate Secretary of the Company in accordance with the Bylaws, which, in general, require that the notice be received by the Corporate Secretary of the Company:

- Not earlier than March 25, 2012, and
- Not later than the close of business on April 24, 2012.

If the date of next year's annual meeting is moved more than 30 days before or after the anniversary date of the Annual Meeting, then notice of a shareholder proposal that is not intended to be included in the Company's proxy statement under Rule 14a-8 must be received no later than the close of business on the tenth day following the day on which notice of the date of such annual meeting is mailed to the shareholders or the date on which public disclosure of the date of such annual meeting is made, whichever is first.

Nomination of Director Candidates: You may propose director candidates for consideration by the Board's Nominating and Governance Committee in accordance with the procedures set forth in the Bylaws, as summarized under the caption "Corporate Governance and Board Matters Consideration of Director Nominees Shareholder Nominees" herein.

Copy of Bylaw Provisions: You may contact the Company's Corporate Secretary at our principal executive offices for a copy of the relevant Bylaw provisions regarding the requirements for making shareholder proposals and nominating director candidates. The Bylaws also are available on the Company's website at *http://investors.guess.com*.

Q: How is the Company soliciting proxies for the Annual Meeting?

A:

This solicitation is made by mail on behalf of the Board of Directors. Costs of the solicitation will be borne by the Company. Further solicitation of proxies may be made by telephone, telegraph, facsimile or personal interview by the directors, officers and employees of the Company and its affiliates, who will not receive additional compensation for the solicitation. The Company will reimburse banks, brokerage firms and other custodians, nominees and fiduciaries for reasonable expenses incurred by them in sending proxy materials to shareholders.

Q: How can I find the voting results of the Annual Meeting?

A:

We intend to announce preliminary voting results at the Annual Meeting and publish preliminary and/or final voting results (as available) in a Current Report on Form 8-K within four business days following the Annual Meeting.

Q: How may I communicate with the Company's Board or the non-management directors on the Company's Board?

A:

You may communicate with the Board by submitting an e-mail to the Company's Board at *bod@guess.com*. All directors have access to this e-mail address. Communications from shareholders or any other interested parties that are intended specifically for non-management directors should be sent to the e-mail address above to the attention of the Lead Independent Director.

Q: What is the Company's fiscal year?

A:

The Company's fiscal year is the 52 or 53-week period that ends on the Saturday nearest to January 31 of each year. Unless otherwise stated, all information presented in this Proxy Statement is based on the Company's fiscal calendar.

IMPORTANT NOTICE REGARDING AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING TO BE HELD ON JUNE 23, 2011

This Proxy Statement and our Annual Report on Form 10-K for the Fiscal Year Ended January 29, 2011 are available at *www.edocumentview.com/ges.*

PROPOSAL NO. 1: ELECTION OF CLASS III DIRECTORS
(Item 1 on Proxy Card)

Pursuant to the Company's Restated Certificate of Incorporation, the Board of Directors is divided into three classes of directors serving staggered terms (Classes I, II and III). One class of directors is elected at each annual meeting of shareholders for a three-year term and will hold office until their successors shall have been elected and qualified. The Bylaws authorize a Board of Directors consisting of not less than three or more than fifteen directors. The Board of Directors currently consists of eight members of whom Carlos Alberini and Gianluca Bolla are Class I directors, Judith Blumenthal, Anthony Chidoni and Paul Marciano are Class II directors, and Kay Isaacson-Leibowitz, Maurice Marciano and Alex Yemenidjian are Class III directors.

At the Annual Meeting, three Class III directors are to be elected to serve for a term to expire at the 2014 annual meeting. The nominees for these positions are Kay Isaacson-Leibowitz, Maurice Marciano and Alex Yemenidjian (the "Class III Nominees"). Each of the Class III Nominees is standing for re-election to the Board. Mr. Maurice Marciano is the Company's Chairman of the Board. Ms. Isaacson-Leibowitz and Mr. Yemenidjian are not employed by, or otherwise affiliated with, the Company.

Each of the Class III Nominees has consented to being named in this Proxy Statement and has agreed to serve as a member of the Board of Directors if elected. Information regarding the Class III Nominees and the continuing directors whose terms expire in 2012 and 2013 is set forth under the heading "Directors and Executive Officers" herein.

The Class III directors will be elected by a plurality of the votes cast at the Annual Meeting. Shareholders may not cumulate their votes. If any of the Class III Nominees is unable to serve, which is not anticipated, the persons named as proxies intend to vote for such other person or persons as the Board of Directors may designate. In no event will the shares represented by the proxies be voted for more than three Class III directors at the Annual Meeting.

The Board of Directors unanimously recommends a vote *FOR* each of the Class III Nominees.

PROPOSAL NO. 2: ADVISORY VOTE ON THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS (Item 2 on Proxy Card)

In accordance with recently adopted SEC rules and Section 951 of the Dodd-Frank Wall Street Reform and Consumer Protection Act, the Company is providing shareholders with an opportunity to cast a non-binding advisory vote on the overall compensation of our named executive officers, as such compensation is disclosed in this Proxy Statement (including in the compensation tables and narratives accompanying those tables as well as in the "Compensation Discussion and Analysis" section of this Proxy Statement). Specifically, shareholders are being asked to vote on the following resolution:

> "Resolved, that the shareholders hereby approve, on an advisory basis, the compensation of the Company's named executive officers as disclosed in this Proxy Statement pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the compensation tables and the related narrative compensation disclosures."

As discussed more fully in the "Compensation Discussion and Analysis" section of this Proxy Statement beginning on page 28, we believe our compensation program for named executive officers is competitive, strongly focused on pay for performance and helps further align the interests of executives with shareholders. We also believe the compensation of the named executive officers for fiscal 2011 was appropriate given the Company's results and accomplishments in fiscal 2011. Despite continuing economic uncertainty in many markets around the world and cautious consumer behavior, management was able to produce strong results in fiscal 2011 while remaining focused on the Company's long-term strategies of increasing the Company's retail presence, expanding internationally and building a global infrastructure platform. Specifically, in fiscal 2011, the Company:

- Increased global revenue by 17% to a record $2.5 billion, with increased revenues in all segments;
- Improved diluted earnings per share by 19% to a record $3.11, marking an eighth consecutive year of earnings growth;
- Invested a significant amount of capital back into the business, increased the quarterly dividend and paid a special dividend of $2.00 per share (approximately $184 million), all while maintaining a strong financial position, with $442 million in cash and short-term investments and virtually no debt at year end; and
- Opened 237 new Company-owned and licensee stores worldwide, ending the year with 1,373 total stores globally.

These strong results during uncertain economic times demonstrate the benefit of the global diversified business model pursued by management, with Europe and Asia delivering almost two-thirds of the Company's revenue growth at a time when the North American retail business was not as strong as expected.

The Compensation Committee considered these results, along with a number of other factors outlined in the "Compensation Discussion and Analysis" section of this Proxy Statement, as a basis for making compensation decisions for fiscal 2011 with respect to the Company's named executive officers. Shareholders are encouraged to read the "Compensation Discussion and Analysis" section of this Proxy Statement, the accompanying compensation tables and the related narrative compensation disclosures, which discuss in more detail the compensation of our named executive officers and the compensation philosophy and policies that are used to determine such compensation.

This vote is an advisory vote only and will not be binding on the Company, the Board of Directors or the Compensation Committee, and will not be construed as overruling a decision by, or creating or implying any additional fiduciary duty for, the Board of Directors or the Compensation Committee. However, the Compensation Committee, which is responsible for designing and administering the Company's executive compensation program, values the opinions expressed by shareholders in their vote on this proposal, and will consider the outcome of the vote when making future compensation decisions for named executive officers.

The Board of Directors unanimously recommends a vote *FOR* the advisory resolution approving the compensation of the named executive officers.

PROPOSAL NO. 3: ADVISORY VOTE ON THE FREQUENCY OF A SHAREHOLDER VOTE ON THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS (Item 3 on Proxy Card)

In accordance with recently adopted SEC rules and Section 951 of the Dodd-Frank Wall Street Reform and Consumer Protection Act, the Company is providing shareholders with an opportunity to cast a non-binding advisory vote on the frequency with which the advisory vote on the compensation of our named executive officers provided for in Proposal No. 2 above will be held. Specifically, shareholders are being asked to vote on how often the Company should include an advisory vote on executive compensation in its proxy materials for future annual shareholder meetings (or special meetings for which the Company must include executive compensation information in the proxy statement for that meeting). Under this Proposal No. 3, shareholders may vote to have future advisory votes on the compensation of our named executive officers every one, two or three years.

In connection with the frequency proposal, the Board has considered the Company's long-term strategic approach to its business; the Company's executive compensation structure, which includes a mix of both longer-term and shorter-term elements; the value of shareholder input to compensation decisions; and the time necessary to effectively implement and evaluate changes in compensation structure. Based on its review, the Board believes that an advisory vote on executive compensation every three years will provide an effective way to obtain information on shareholder sentiment about our executive compensation program while fostering a more long-term view of compensation. The Board does not believe that more frequent advisory votes on executive compensation would allow our shareholders sufficient time to evaluate the results of management's long-term business strategies and the related effectiveness of our overall executive compensation program, or to properly evaluate any changes made to our executive compensation program as a result of prior advisory votes or otherwise.

For the reasons discussed above, the Board of Directors recommends that shareholders vote to hold the advisory vote on executive compensation every three years. Shareholders are not voting, however, to approve or disapprove of this particular recommendation. The proxy card provides for four choices and shareholders are entitled to vote on whether the advisory vote on executive compensation should be held every one, two, or three years, or to abstain from voting. Shareholders that do not have a preference regarding the frequency of future advisory votes on executive compensation should abstain from voting on the proposal.

While the result of this advisory vote on the frequency of the vote on executive compensation is not binding on the Company, the Board of Directors or the Compensation Committee, the Board of Directors highly values the opinions of our shareholders and will consider the outcome of the vote when deciding how frequently to conduct the vote on executive compensation. Notwithstanding the Board of Director's recommendation and the outcome of the shareholder vote, the Board may in the future decide to conduct advisory votes on executive compensation on a more or less frequent basis and may vary its practice based on factors such as discussions with shareholders and the adoption of material changes to the Company's executive compensation program.

The Board of Directors unanimously recommends a vote to hold the advisory vote on compensation of the named executive officers *EVERY THREE YEARS*.

PROPOSAL NO. 4: RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS
(Item 4 on Proxy Card)

The Audit Committee has selected the firm of Ernst & Young LLP ("Ernst & Young") to act as the Company's independent auditors for the fiscal year ending January 28, 2012, and recommends that the shareholders vote in favor of such appointment. In making its selection of independent auditors, the Audit Committee considered whether Ernst & Young's provision of services other than audit services, including its past and current tax planning and tax advisory services, is compatible with maintaining independence as the Company's independent registered public accounting firm. Ernst & Young has served as the Company's independent auditors since March 19, 2007.

Shareholder approval of the selection of Ernst & Young as our independent auditors is not required by our Bylaws or otherwise. The Sarbanes-Oxley Act of 2002 requires the Audit Committee to be directly responsible for the appointment, compensation and oversight of the audit work and the independent auditors. The Audit Committee will consider the results of the shareholder vote for this proposal and, in the event of a negative vote, will reconsider its selection of Ernst & Young. Even if Ernst & Young's appointment is ratified by the shareholders, the Audit Committee may, at its discretion, appoint a new independent auditing firm at any time if it determines that such a change would be in the best interests of the Company and its shareholders.

We expect that a representative of Ernst & Young will be present at the Annual Meeting, will be available to respond to appropriate questions and will have the opportunity to make such statements as he or she may desire.

The favorable vote of the holders of a majority of the shares represented in person or by proxy and entitled to vote on the proposal is required to ratify the selection of Ernst & Young.

The Board of Directors unanimously recommends a vote *FOR* the ratification of Ernst & Young.

RELATIONSHIP WITH INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS

Independent Registered Public Accountants Fee Summary

Aggregate fees billed to us for the fiscal years ended January 29, 2011 and January 30, 2010 by Ernst & Young LLP, our independent auditors, are as follows (dollars in thousands):

	Year Ended Jan. 29, 2011	Year Ended Jan. 30, 2010
Audit fees(1)	$ 2,526	$ 2,593
Audit related fees(2)	48	61
Tax fees(3)	631	355
All other fees(4)		
Total	$ 3,205	$ 3,009

(1) "Audit fees" consist of fees for professional services rendered for the audit of the Company's consolidated financial statements included in its Annual Report on Form 10-K, including the audit of internal controls required by Section 404 of the Sarbanes-Oxley Act of 2002, the review of financial statements included in Form 10-Qs, and for services that are normally provided by the auditor in connection with statutory and regulatory filings or engagements.

(2) "Audit related fees" consist of fees for services related to employee benefit plans, certain agreed-upon procedures and other services that are reasonably related to the performance of the audit or review of the Company's financial statements and internal controls that are not reported under "Audit fees."

(3) "Tax fees" consist of fees for tax compliance and tax advice. For fiscal 2011, the amount includes $312,000 for tax compliance and preparation services and $319,000 for all other tax related services. For fiscal 2010, the amount includes $129,000 for tax compliance and preparation services and $226,000 for all other tax related services.

(4) "All other fees" consist of fees for any services not included in the first three categories.

All non-audit services were pre-approved by our Audit Committee pursuant to the pre-approval policies and procedures described below.

The Audit Committee considered whether the provision of non-audit services provided by Ernst & Young during fiscal 2011 was compatible with maintaining auditor independence. In addition to retaining Ernst & Young to audit and review our consolidated financial statements for fiscal 2011, the Company retained Ernst & Young, as well as other accounting firms, to provide other advisory services in fiscal 2011. The Company understands the need for its independent auditors to maintain objectivity and independence in its audit of the Company's financial statements.

The Audit Committee utilizes a policy pursuant to which the audit, audit-related, and permissible non-audit services to be performed by the independent auditor are pre-approved prior to the engagement to perform such services. Pre-approvals are detailed as to the particular service or category of service and the independent auditor and management are required to periodically report to the Audit Committee regarding the extent of services provided by the independent auditor in accordance with the pre-approvals, including the related fees. In addition to regular pre-approvals by the Audit Committee, the Audit Committee Chairperson may also pre-approve services to be performed by the independent auditor on a case-by-case basis, in accordance with authority delegated by the Audit Committee. Approvals made pursuant to this delegated authority are normally reported to the Audit Committee at its next meeting.

The Audit Committee Charter requires that the lead partner assigned to our audit be rotated at least every five years and that other audit partners be rotated at least every seven years.

REPORT OF THE AUDIT COMMITTEE

The Audit Committee assists the Board in fulfilling its responsibilities for general oversight of the integrity of the Company's financial statements, the Company's compliance with legal and regulatory requirements, the Company's system of internal control over financial reporting and the qualifications, independence and performance of the Company's internal audit function and independent auditor. Management is responsible for the financial reporting process, including the Company's system of internal control over financial reporting, and for the preparation of the Company's consolidated financial statements in accordance with generally accepted accounting principles in the United States. The Company's independent auditor is responsible for performing an independent audit of the Company's financial statements, expressing an opinion as to the conformity of the Company's audited financial statements with generally accepted accounting principles in the United States, and expressing an opinion on the Company's internal control over financial reporting.

The Audit Committee has reviewed and discussed with management the Company's audited financial statements for the fiscal year ended January 29, 2011. In addition, we have discussed with Ernst & Young the matters required to be discussed by Statement on Auditing Standards No. 61, as amended by the AICPA professional standards, Vol. 1 AU Section 380, as adopted by the Public Company Accounting Oversight Board in Rule 3200T, pertaining to communications with audit committees. We have also received the written disclosures and the letter from Ernst & Young required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent auditor's communications with the Audit Committee concerning independence, and we have discussed with the independent auditor the independent auditor's independence.

The Audit Committee has met with Ernst & Young, with and without management present, to discuss the overall scope of its audit, the results of its examinations, its evaluations of the Company's internal control over financial reporting, and the overall quality of the Company's financial reporting.

Based on the reviews and discussions referred to above, we recommended to the Board of Directors, and the Board of Directors has approved, that the audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended January 29, 2011 for filing with the SEC.

By the Audit Committee,

Anthony Chidoni, Chairperson
Judith Blumenthal
Gianluca Bolla
Alex Yemenidjian

DIRECTORS AND EXECUTIVE OFFICERS

The directors, director nominees and executive officers of the Company as of May 19, 2011 are as follows:

Name	Age	Position
Maurice Marciano(1)	62	Director and Chairman of the Board
Paul Marciano	59	Director, Chief Executive Officer and Vice Chairman of the Board
Carlos Alberini	55	Director
Judith Blumenthal	65	Director
Gianluca Bolla	52	Director
Anthony Chidoni	59	Director
Kay Isaacson-Leibowitz(1)	64	Director
Alex Yemenidjian(1)	55	Director
J. Michael Prince	40	Chief Operating Officer
Michael Relich	50	Executive Vice President and Chief Information Officer
Dennis Secor	48	Senior Vice President and Chief Financial Officer

(1) Maurice Marciano, Kay Isaacson-Leibowitz and Alex Yemenidjian have been nominated to stand for re-election at the Annual Meeting.

With respect to the directors and director nominees named above, Judith Blumenthal, Gianluca Bolla, Anthony Chidoni, Kay Isaacson-Leibowitz and Alex Yemenidjian are deemed to be "independent" directors under the director independence standards of the NYSE.

Maurice Marciano was one of the founders of the Company in 1981. Since that time, he has served in a number of senior executive positions with the Company, including his current role as Chairman of the Board, a position he has held since 2007. Between 1999 and 2007, he served as Co-Chairman of the Board and Co-Chief Executive Officer, together with his brother, Paul Marciano. Mr. Marciano has also served as a director of the Company since 1981 (except for the period from January 1993 to May 1993). His present term as a Class III director will expire at the Annual Meeting. As a co-founder and leader within the Company for the past 30 years, Mr. Marciano brings a wealth of both Company-specific and industry-wide knowledge and experience to the Board. His strategic vision and global approach have been instrumental in helping the Board to effectively oversee the overall business and direction of the Company.

Paul Marciano joined the Company two months after its inception in 1981. Since that time, he has served in a number of senior executive positions with the Company, including his current role as Chief Executive Officer and Vice Chairman of the Board, positions he has held since 2007. Between 1999 and 2007, he served as Co-Chairman of the Board and Co-Chief Executive Officer. Mr. Marciano has also served as a director of the Company since 1990. His present term as a Class II director will expire at the 2013 annual meeting of shareholders. Like his brother, Maurice Marciano, Mr. Marciano brings to the Board a vast amount of knowledge and experience accumulated over the life of the Guess brand. Mr. Marciano's day-to-day leadership as Chief Executive Officer provides a direct and valuable link between management and the Board and his creative and strategic vision for the brand help to guide the Board's overall approach.

Carlos Alberini has been Co-Chief Executive Officer and a member of the Board of Directors of Restoration Hardware, Inc., a leading premium home lifestyle brand, since June 2010. From December 2000 until June 2010, Mr. Alberini served as President and Chief Operating Officer of Guess?, Inc., where he also served as Interim Chief Financial Officer from May 2006 until July 2006. Prior to his position with Guess?, Inc., Mr. Alberini served from October 1996 to December 2000 as

Senior Vice President and Chief Financial Officer of Footstar, Inc.; from May 1995 to October 1996 as Vice President of Finance and Acting Chief Financial Officer of the Melville Corporation; from 1987 to 1995 as Corporate Controller, rising to Senior Vice President and Chief Financial Officer and Treasurer, of The Bon Ton Stores; and he spent ten years with Price Waterhouse. Mr. Alberini has also served as a director of the Company since December 2000. His present term as a Class I director will expire at the 2012 annual meeting of shareholders. Mr. Alberini's extensive finance and operational experience for retail companies, including Restoration Hardware, Footstar, the Melville Corporation and The Bon Ton Stores, combined with his significant experience for over nine years as a senior executive with the Company, provides the Board with valuable insight into operational issues and financial matters, particularly within the retail sector.

Judith Blumenthal has been a professor at the University of Southern California's Marshall School of Business since January 1996. She has developed and taught undergraduate, graduate and executive education courses in strategic management, alliances and cooperative agreements, retailing and corporate governance. Her research on strategic management has been published in several academic journals, and she has presented numerous papers at conferences in the United States, Europe and Asia. Dr. Blumenthal served as Associate Dean at USC's Marshall School of Business from January 1996 through March 2000 and as USC's Associate Vice President, Alumni Relations and Executive Director of the USC Alumni Association from April 2000 through June 2006. In addition, she has worked as a consultant, advising companies on strategic, organizational, and marketing matters. Prior to her academic career, Dr. Blumenthal held training and organizational development positions in retailing and other industries. She received her bachelor's degree in English from Hunter College of the University of New York, and her M.B.A. and Ph.D. degrees in Business Administration from USC. Dr. Blumenthal has served as a director of the Company since June 2007 and her present term as a Class II director will expire at the 2013 annual meeting of shareholders. Dr. Blumenthal's academic background as a business school professor teaching in the areas of strategy, retailing and corporate governance provides the Board with a unique and constantly evolving perspective from outside of the normal corporate environment.

Gianluca Bolla has been a shareholder and director of Accord Management, S.r.L., an Italian private equity firm that specializes in the Italian mid-market, since the end of 2008. In addition, since 1994, Mr. Bolla has been a shareholder and director of Valdo Spumanti S.r.l., a leading producer of Prosecco, an Italian dry sparkling wine. From 1988 until 2007, Mr. Bolla held a number of executive positions with various subsidiaries of Barilla Holding S.p.A. ("Barilla"), a privately-held Italian food company with global revenues of over €4 billion. He ultimately served from 2001 until 2007 as Chief Executive Officer of Barilla G. e R. Fratelli S.p.A., a global business with revenues of over €2.5 billion. Prior to joining Barilla, Mr. Bolla was a corporate finance associate for two years with Salomon Brothers Inc., where he started after receiving his M.B.A. from the UCLA Graduate School of Management. Mr. Bolla has served as a director of the Company since April 2010 and his present term as a Class I director will expire at the 2012 annual meeting. As the Company continues its global expansion throughout Europe and beyond, Mr. Bolla's experience as the Chief Executive Officer of a large global business based in Italy provides the Board with a valuable and unique perspective into international growth and management.

Anthony Chidoni has been the principal and owner of Lorelle Capital, a private hedge fund, since January 2004. From January 1990 to January 2004, he was the Managing Director of Private Client Business in the Los Angeles office of investment bank Credit Suisse First Boston, and its predecessor Donaldson Lufkin & Jenrette, where he had served in various positions for 21 years. Mr. Chidoni has served as a director of the Company since November 2002 and his present term as a Class II director will expire at the 2013 annual meeting of shareholders. Mr. Chidoni's extensive background in investment banking and more recently as the principal and owner of a private hedge fund provides the

Board with a valuable Wall Street perspective, a broad and deep insight into the capital markets and direct experience performing detailed review and analysis of public company financial statements.

Kay Isaacson-Leibowitz served as Executive Vice President of Beauty Niches for Victoria's Secret Stores, a leading retailer of lingerie and beauty products, from July 2003 to February 2006. From 1995 to 2003, Ms. Isaacson-Leibowitz served as Executive Vice President of Merchandising for Victoria's Secret Stores. From 1994 to 1995, she served as acting President and Senior Vice President of Merchandising for Banana Republic, a division of The Gap, Inc. Ms. Isaacson-Leibowitz is a director, chair of the succession planning and management development committee and member of the compensation committee of Coldwater Creek, a multi-channel specialty retailer of women's apparel and accessories in the United States, primarily targeting women 35 years of age and older. She is also a co-founder, co-chairperson and board member for World of Children, a non-profit organization devoted to children globally. Ms. Isaacson-Leibowitz has served as a director of the Company since July 2006 and her present term as a Class III director will expire at the Annual Meeting. Ms. Isaacson-Leibowitz's extensive career in the retail industry, and in particular as an executive and senior merchant for brands such as Victoria's Secret and Banana Republic, allows her to provide valuable insights to the Board in key areas such as merchandising strategy and brand management, as well as product design and production.

Alex Yemenidjian has served as Chairman of the Board and Chief Executive Officer of Tropicana Las Vegas Hotel & Casino, Inc. since July 2009 and as Chairman of the Board and Chief Executive Officer of Armenco Holdings, LLC, a private investment company, since January 2005. Mr. Yemenidjian served as Chairman of the Board and Chief Executive Officer of Metro-Goldwyn-Mayer Inc., a leading entertainment, gaming and hospitality company, from April 1999 to April 2005 and was a director thereof from November 1997 to April 2005. Mr. Yemenidjian also served as a director of MGM MIRAGE (formerly MGM Grand, Inc.) from 1989 to 2005 and was its President from 1995 to 1999. He also served MGM MIRAGE in other capacities, including as Chief Operating Officer from 1995 until 1999 and as Chief Financial Officer from 1994 to 1998. In addition, Mr. Yemenidjian served as an executive of the Tracinda Corporation, the majority owner of both Metro-Goldwyn-Mayer Inc. and MGM MIRAGE, from 1990 to 1997 and again during 1999. Prior to 1990, Mr. Yemenidjian was the managing partner of Parks, Palmer, Turner & Yemenidjian, Certified Public Accountants. Mr. Yemenidjian is currently a director and chairman of the audit committee of Regal Entertainment Group, which operates the largest motion picture theatre circuit in the United States, and a trustee of Baron Investment Funds Trust and Baron Select Funds, mutual funds. Mr. Yemenidjian has served as a director of the Company since May 2005 and his present term as a Class III director will expire at the Annual Meeting. Mr. Yemenidjian is able to provide the Board with the unique perspective of someone with significant experience as a Chief Executive Officer, including both currently with Tropicana Las Vegas and previously with publicly-traded Metro-Goldwyn-Mayer. In addition, his strong accounting and finance background, including experience as a Chief Financial Officer, provides the Board with valuable insight and a depth of knowledge and experience with respect to accounting and finance related matters.

J. Michael Prince joined the Company in November 2010 from Nike, Inc., where he served since 2009 as Chief Financial Officer of the Nike Affiliates division, which manages a portfolio of global lifestyle and sports brands. Mr. Prince held the same position for Converse, Inc., a Nike subsidiary, from 2006 to 2009, and was previously the Vice President of Finance for Converse, Inc. from 2005 to 2006. Mr. Prince's other experience includes serving as the Vice President, Corporate Finance at BancFirst Corporation from 2003 to 2005 and as a Senior Auditor with PricewaterhouseCoopers, LLP from 1993 to 1997. Mr. Prince received a Masters of Business Administration degree from the Fuqua School of Business at Duke University.

Michael Relich has served as the Company's Executive Vice President and Chief Information Officer since July 2010 and had previously served as Senior Vice President and Chief Information

Officer since he joined the Company in May 2004. Prior to joining the Company, he served as Chief Information Officer and Senior Vice President of MIS and E-Commerce of Wet Seal, Inc., a specialty apparel retailer, from August 2001 to May 2004, and as Senior Vice President, Engineering of Freeborders, Inc., a Product Lifecycle Management (PLM) solutions provider, from March 2000 to August 2001. Mr. Relich also held senior level IT positions with retailers HomeBase Inc. from 1995 to 2000, where he ultimately served as Assistant Vice President of MIS, and Broadway Stores Inc. from 1983 to 1995, where he ultimately served as Director of Merchandise Systems.

Dennis Secor has served as the Company's Senior Vice President and Chief Financial Officer, as well as Principal Financial and Accounting Officer, since he joined the Company in July 2006. Mr. Secor joined the Company from Electronic Arts Inc., a leading developer of video game software, where he served from August 2004 as Vice President and Chief Financial Officer of its Canadian division. Prior to joining Electronic Arts, he was employed from April 2001 to July 2004 at Callaway Golf Company, where he served as Corporate Controller and Chief Accounting Officer and ultimately as Senior Vice President, Finance. From 1996 to 2001, Mr. Secor served in a variety of positions with Polaroid Corporation, ultimately serving as European Financial Controller. Mr. Secor, a certified public accountant, began his career with Arthur Andersen & Co., where he spent five years.

CORPORATE GOVERNANCE AND BOARD MATTERS

Board Independence, Structure and Committee Composition

The Board is composed of eight directors, five of whom qualify as independent directors pursuant to the rules adopted by the SEC applicable to the corporate governance standards for companies listed on the NYSE. In determining independence, the Board affirmatively determines that directors have no direct or indirect material relationship with the Company. When assessing materiality, the Board considers all relevant facts and circumstances including, without limitation, transactions between the Company and the director directly or organizations with which the director is affiliated, and the frequency and dollar amounts associated with these transactions. The Board further considers whether the transactions were at arm's length in the ordinary course of business and whether the transactions were consummated on terms and conditions similar to those of unrelated parties. In addition, the Board uses the following categorical standards to determine director independence: (1) not being a present or former employee, or having an immediate family member as an executive officer, of the Company within the past three years; (2) not personally receiving, or having an immediate family member receive, during any twelve-month period within the last three years, more than $120,000 of direct compensation from the Company other than (a) for Board or committee service, pension or other forms of deferred compensation for prior service or (b) by an immediate family member for services as an employee of the Company (other than as an executive officer); (3) not (a) being a current partner or employee of a firm that is the Company's internal or external auditor; (b) having an immediate family member who is a current partner of such a firm; (c) having an immediate family member who is a current employee of such a firm and personally works on the Company's audit; or (d) being within the last three years or having an immediate family member who was within the last three years a partner or employee of such a firm and personally worked on the Company's audit within that time; (4) not being employed, or having an immediate family member employed, within the past three years as an executive officer of another company where now or at any time during the past three years any of the Company's present executive officers serve or served on the other company's compensation committee; (5) not being an executive officer or employee, or having an immediate family member who is an executive officer, of a company that makes or made payments to, or receives or received payments from, the Company, for property or services in an amount which, in any of the past three fiscal years, exceeds or exceeded the greater of $1 million, or 2% of the other company's consolidated gross revenues; (6) not being an executive officer of a charitable organization of which the Company has within the preceding three years made any contributions to that organization in any single fiscal year that exceeded the greater of $1 million, or 2% of the charitable organization's consolidated gross revenues; (7) not accepting directly or indirectly any consulting, advisory, or other compensatory fee from the Company or any of its subsidiaries, provided that compensatory fees do not include the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Company (provided that such compensation is not contingent in any way on continued service); and (8) not being an affiliated person of the Company or any of its subsidiaries.

Applying these categorical standards and considering all relevant facts and circumstances, the Board determined that the following directors qualify as independent: Judith Blumenthal, Gianluca Bolla, Anthony Chidoni, Kay Isaacson-Leibowitz and Alex Yemenidjian (the "Independent Directors").

Each of the members of each of the committees of the Board is an Independent Director, and, in the case of members of the Audit Committee, also meets the additional criteria for independence of audit committee members set forth in Rule 10A-3(b)(1) under the Exchange Act. In addition, our Board has determined that each of the members of the Audit Committee is financially literate and that Anthony Chidoni meets the definition of an audit committee financial expert, as set forth in Item 407(d)(5)(ii) of Regulation S-K. A brief description of Mr. Chidoni's background and experience can be found under "Directors and Executive Officers" above.

Our Board has the following three committees: (1) Audit Committee, (2) Compensation Committee and (3) Nominating and Governance Committee. The current membership as of the date of this Proxy Statement and the function of each of the committees are described below. Each of the committees operates under a written charter adopted by the Board. All of the committee charters are available on the Company's website at *http://investors.guess.com*. The Board of Directors held six meetings during fiscal 2011, with each director attending at least 75 percent of such meetings. In addition, each member of the Board attended at least 75 percent of the meetings held by all committees of the Board on which he or she served. Directors are encouraged to attend annual meetings of the Company's shareholders. All of our then-current directors except for Gianluca Bolla attended the last annual meeting of shareholders.

Name of Director	Audit Committee	Compensation Committee	Nominating and Governance Committee
Independent Directors:			
Judith Blumenthal	X		*X
Gianluca Bolla	X		X
Anthony Chidoni	*X	X	
Kay Isaacson-Leibowitz		X	X
Alex Yemenidjian	X	*X	
Other Directors:			
Carlos Alberini			
Maurice Marciano			
Paul Marciano			
Number of Meetings in Fiscal 2011	**9**	**7**	**4**

X = Committee member; * = Chair

Audit Committee

The Audit Committee assists the Board in fulfilling its responsibilities for general oversight of the integrity of the Company's financial statements, the Company's compliance with legal and regulatory requirements, the independent auditors' qualifications and independence, the performance of the Company's internal audit function and independent auditors, and risk assessment and risk management. Among other things, the Audit Committee prepares the Audit Committee report for inclusion in the annual proxy statement; annually reviews the Audit Committee Charter and the Audit Committee's performance; appoints, evaluates and determines the compensation of our independent auditors; reviews and approves the scope of the annual audit, the audit fees and the financial statements; reviews our disclosure controls and procedures, internal controls, internal audit function, and corporate policies with respect to financial information and earnings guidance; oversees investigations into complaints concerning financial matters; and reviews other risks that may have a significant impact on the Company's financial statements. The Audit Committee has the authority to obtain advice and assistance from, and receive appropriate funding from the Company for, outside legal, accounting and other advisors as the Audit Committee deems necessary to carry out its duties.

The report of the Audit Committee is included in this Proxy Statement. A current copy of the Audit Committee Charter is available on the Company's website at *http://investors.guess.com*.

Compensation Committee

The Compensation Committee is responsible for establishing and governing the compensation and benefit practices of the Company. The Compensation Committee reviews and approves the general compensation policies of the Company, oversees the administration of all of the Company's compensation and benefit plans and reviews and approves compensation of the executive officers of the Company. For more information, see "Executive and Director Compensation" below.

Nominating and Governance Committee

The Nominating and Governance Committee assists the Board in identifying individuals qualified to become directors; recommends to the Board the director nominees for the next annual meeting of shareholders, consistent with criteria approved by the Board, and selects, or recommends that the Board select, the director nominees for each annual meeting of shareholders; develops and recommends to the Board a set of Governance Guidelines applicable to the Company; oversees the evaluation of the Company's management and the Board and its committees; and recommends to the Board director assignments and chair appointments for each Board committee, other than the Nominating and Governance Committee. Other specific duties and responsibilities of the Nominating and Governance Committee include: developing membership qualifications and criteria for Board committees; defining specific criteria for director independence; monitoring compliance with Board and Board committee membership criteria; annually reviewing and recommending directors for continued service; coordinating and assisting management and the Board in recruiting new members to the Board; annually, and together with the Chairperson of the Compensation Committee, evaluating the performance of the Chairman and Chief Executive Officer and presenting the results of such evaluations to the Board and to the Chairman and Chief Executive Officer; reviewing governance-related shareholder proposals and recommending Board responses; overseeing the evaluation of the Board and management; and conducting a preliminary review of director independence and the financial literacy and expertise of Audit Committee members. A current copy of the Nominating and Governance Committee Charter is available on the Company's website at *http://investors.guess.com*.

Consideration of Director Nominees

Shareholder Nominees

The policy of the Nominating and Governance Committee is to consider properly submitted shareholder nominations for candidates for membership on the Board as described below under " Identifying and Evaluating Nominees for Directors." The Nominating and Governance Committee will evaluate a prospective nominee suggested by any shareholder in the same manner and against the same criteria as any other prospective nominee identified by the Nominating and Governance Committee from any other source. In evaluating such nominations, the Nominating and Governance Committee seeks to achieve a balance of knowledge, experience and capability on the Board and to address the membership criteria set forth under " Director Qualifications" below.

Any shareholder nominations proposed for consideration by the Nominating and Governance Committee should include the following information and documentation:

- the nominator's name, address and phone number and a statement of the number of shares of our Common Stock beneficially owned by the nominator during the year preceding the date of nomination;

- the nominee's name, age, business address, residence address, phone number, principal occupation and a statement of the number of shares of our Common Stock beneficially owned by the nominee during the year preceding the date of nomination;

- a statement of the nominee's qualifications for Board membership;

- a description of all arrangements or understandings between the nominator and each proposed nominee and any other person or persons (including their names) pursuant to which the nomination(s) are to be made by such nominator;

- a representation that such shareholder intends to appear in person or by proxy at the meeting to nominate the persons named in its notice; and

- a written consent by the nominee to being named as a nominee and to serve as a director if elected.

Any shareholder nominations for candidates for membership on the Board should be addressed to:

Guess?, Inc.
Attn: Chair of the Nominating and Governance Committee
c/o Corporate Secretary
1444 South Alameda Street
Los Angeles, California 90021

Director Qualifications

The Nominating and Governance Committee has established the following minimum criteria for evaluating prospective Board candidates:

- reputation for integrity, strong moral character and adherence to high ethical standards;

- holds or has held a generally recognized position of leadership in community and/or chosen field of endeavor, and has demonstrated high levels of accomplishment;

- demonstrates business acumen and experience, and ability to exercise sound business judgments in matters that relate to the current and long-term objectives of the Company;

- ability to read and understand basic financial statements and other financial information pertaining to the Company;

- commitment to understand the Company and its business, industry and strategic objectives;

- commitment and ability to regularly attend and participate in meetings of the Board of Directors, Board Committees and shareholders, and to generally fulfill all responsibilities as a director of the Company;

- willingness to represent and act in the interests of all shareholders of the Company rather than the interests of a particular group;

- good health and ability to serve for at least five years; and

- for prospective non-employee directors, independence under SEC and applicable NYSE rules, and the absence of any conflict of interest (whether due to a business or personal relationship) or legal impediment to, or restriction on, the nominee serving as a director.

The Nominating and Governance Committee will also consider the following factors in connection with its evaluation of each prospective nominee:

- whether the nominee possesses the requisite education, training and experience to qualify as "financially literate" or as an audit committee "financial expert" under applicable SEC and NYSE rules;

- for incumbent directors standing for re-election, the Nominating and Governance Committee will assess the incumbent director's performance during his or her term, including the number of meetings attended, level of participation, and overall contribution to the Company; and

- whether the prospective nominee will foster a diversity of backgrounds and experiences, and will add to or complement the Board's existing strengths.

While the Nominating and Governance Committee considers all of these factors, including whether the nominee will foster a diversity of backgrounds and experiences, as part of its evaluation of nominees, no single factor is necessarily determinative in the evaluation process. Instead, all of these factors, and any others deemed relevant by the Nominating and Governance Committee, are considered as a whole in assessing each prospective nominee.

Identifying and Evaluating Nominees for Directors

The Nominating and Governance Committee utilizes a variety of methods for identifying and evaluating nominees for director. The Nominating and Governance Committee evaluates the current members of the Board whose terms are expiring and who are willing to serve an additional term utilizing the criteria described above to determine whether to recommend such directors for re-election. All of the nominees for election at the Annual Meeting are current members of the Board who are standing for re-election.

The Nominating and Governance Committee also regularly assesses whether any vacancies on the Board are expected due to retirement or otherwise or whether it would be advisable to increase the overall size of the Board through the addition of a new director. In the event that vacancies are anticipated, or otherwise arise, or the size of the Board may be increased, the Nominating and Governance Committee considers various potential candidates for director. Candidates may come to the attention of the Nominating and Governance Committee through current Board members, professional search firms hired to identify potential nominees, shareholders, members of management or other persons. These candidates are evaluated at regular or special meetings of the Nominating and Governance Committee, and may be considered at any point during the year.

As described above, the Nominating and Governance Committee considers properly submitted shareholder nominations for candidates for the Board. Following verification of the shareholder status of persons proposing candidates, recommendations are aggregated and considered by the Nominating and Governance Committee at a regularly scheduled meeting, which is generally the first or second meeting prior to the issuance of the proxy statement for the Company's annual meeting. If any materials are provided by a shareholder in connection with the nomination of a director candidate, such materials are forwarded to the Nominating and Governance Committee. The Nominating and Governance Committee also reviews materials provided by professional search firms or other parties in connection with a nominee who is not proposed by a shareholder. In evaluating such nominations, the Nominating and Governance Committee seeks to achieve a balance of knowledge, experience and capability on the Board.

Director Resignation Policy

In April 2011, upon the recommendation of the Nominating and Governance Committee, the Board approved the adoption of a new Director Resignation Policy, which has been incorporated into the Company's Governance Guidelines. The policy provides that any nominee for director in a non-contested election of directors who receives a greater number of votes "withheld" from his or her election than votes "for" such election shall submit to the Board a letter of resignation for consideration by the Nominating and Governance Committee. The Nominating and Governance Committee (excluding the nominee in question if a member thereof) shall evaluate such offer of resignation in light of the best interests of the Company and its shareholders and shall recommend to the Board the action to be taken with respect thereto. The Board shall then act promptly with respect to the letter of resignation and the Company shall publicly disclose the decision of the Board.

Board Leadership Structure

The Company's Governance Guidelines provide that the Board should be free to determine, in any manner that it deems best for the Company from time to time, whether the role of Chairman of the Board and Chief Executive Officer ("CEO") should be separate. Since the Company became public in 1996, the roles of Chairman and CEO have been performed by one or both of Maurice Marciano, a founder of the Company in 1981, and Paul Marciano, a senior executive of the Company since just two months after its inception. Between 1999 and 2007, they shared the duties of Co-Chairmen and Co-CEOs. Since 2007, Mr. Maurice Marciano has served as an executive Chairman and Mr. Paul Marciano has served as CEO. The Board believes that this is currently the most effective leadership structure for the Company, striking an appropriate balance between strong and consistent leadership and independent and effective oversight of the Company's business and affairs.

To promote the independent and effective oversight of the Board and management, the Board has appointed a Lead Independent Director, currently Alex Yemenidjian, to facilitate free and open discussion and communication among the Independent Directors. The Lead Independent Director presides at all executive sessions of the Board at which only Independent Directors are present. These executive sessions are held to discuss various issues and matters of concern to the Board, including the effectiveness of management, the Company's performance and the Company's strategic plans. The executive sessions are generally held in conjunction with the regularly scheduled quarterly meetings of the Board, but may be called at any time by our Lead Independent Director or any of our other Independent Directors. Our Lead Independent Director typically sets the agenda for these executive sessions with input from the other Independent Directors and discusses issues that arise from those sessions with our Chairman or other members of management, as appropriate.

The Company also has strong corporate governance structures and processes that are intended to ensure that its Independent Directors will continue to effectively oversee key issues such as strategy, risk and integrity. Each of the committees of the Board is composed solely of Independent Directors. Consequently, Independent Directors oversee such critical matters as the integrity of the Company's financial statements, the compensation of senior executives, liquidity and capital resource allocation, the selection and evaluation of directors, and the development and implementation of corporate governance programs. Board committees routinely have independent sessions among their members, without management present, to discuss issues and matters of concern to the committees.

Risk Oversight

The Board executes its risk oversight responsibility for risk management directly and through its committees. Although management is responsible for the day-to-day management of risk, throughout the year the Board regularly discusses and assesses significant risks and mitigation strategies with management. The Board and its appropriate committees consider risks associated with our business plans, operational efficiencies, strategic objectives, investment opportunities, financial reporting, capital structure, IT infrastructure, and others. For instance, the Audit Committee, which is generally responsible for oversight of financial reporting risks, reviews an annual risk assessment prepared by the internal audit department, which identifies strategic, operational and internal control risks, and informs the internal audit plan for the next fiscal year. The Nominating and Governance Committee, on the other hand, oversees and advises the Board with respect to the Company's positions and practices regarding significant corporate governance risks.

In addition, the Compensation Committee and management consider, in establishing and reviewing our compensation arrangements for executives and other employees, whether these arrangements encourage unnecessary or excessive risk taking and we believe that they do not. In particular, our executive compensation program reflects a balanced approach using both quantitative and qualitative assessments of performance without putting an undue emphasis on a single performance measure. Base salaries are set at levels that are intended to avoid excessive fixed costs while simultaneously providing sufficient guaranteed annual income to mitigate incentives for executive's to pursue overly risky business strategies in order to maximize short-term variable compensation. While maximum bonus opportunities under our annual bonus plan and maximum annual equity award grant levels for our named executive officers are based on our earnings from operations, actual bonus payouts and equity award levels are determined by the Compensation Committee based on its discretionary evaluation of multiple Company and individual performance factors. The application of Committee discretion in finalizing the bonus payouts and annual equity awards helps ensure that there is a clear linkage between pay and performance over both the short- and long-term, and that performance is evaluated based on both the absolute results and the manner in which such results were achieved. Because equity awards make up a substantial portion of each of our executive's total compensation opportunity, there is a strong alignment between executives' interests and those of our shareholders. We believe that these awards do not encourage unnecessary or excessive risk taking because the ultimate value of the awards is tied to our stock price, and because grants are subject to long-term vesting schedules to help ensure that executives always have significant value tied to long-term stock price performance. Our current practice is to grant executives a mixture of options and restricted stock. The Compensation Committee believes this mix provides an appropriate balance between the goals of increasing the price of our Common Stock (as stock options only have value if the stock price increases after the option is granted) and avoiding risks that could threaten our growth and stability (as restricted stock is exposed to decreases in our stock price). Potential risks are also mitigated by the significant amounts of our Common Stock that are owned or beneficially owned by Messrs. Maurice and Paul Marciano and, as outlined in the "Compensation Discussion and Analysis" section below, our stock ownership guidelines and compensation "clawback policy" applicable to certain senior executives.

Communications with the Board

You may communicate with the Board by submitting an e-mail to the Company's Board at *bod@guess.com*. All directors have access to this e-mail address. Communications from shareholders or any other interested parties that are intended specifically for non-management directors should be sent to the e-mail address above to the attention of the Lead Independent Director.

Governance Guidelines and Committee Charters

The Company's Governance Guidelines, which satisfy the NYSE's listing standards for "corporate governance guidelines," as well as the charters for each of the committees of the Board, are available at *http://investors.guess.com*. Any person may request a copy of the Company's Governance Guidelines or the charter of any of the committees of the Board, at no cost, by writing to us at the following address: Guess?, Inc., Attn: General Counsel, 1444 South Alameda Street, Los Angeles, California 90021.

Code of Ethics

The policies comprising our code of ethics are set forth in the Company's Code of Ethics (the "Code of Ethics"). These policies satisfy the SEC's requirements for a "code of ethics," and apply to all directors, officers (including our principal executive officer, principal financial officer and principal accounting officer and controller) and employees. The Code of Ethics is published on our website at *http://investors.guess.com*. Any person may request a copy of the Code of Ethics, at no cost, by writing to us at the following address: Guess?, Inc., Attn: General Counsel, 1444 South Alameda Street, Los Angeles, California 90021.

Indemnification of Directors

The General Corporation Law of the State of Delaware provides that a company may indemnify its directors and officers as to certain liabilities. The Company's Restated Certificate of Incorporation and Amended and Restated Bylaws provide for the indemnification of its directors and officers to the fullest extent permitted by law, and the Company has entered into separate indemnification agreements with certain directors and officers to effectuate these provisions and has purchased directors' and officers' liability insurance. The effect of such provisions is to indemnify, to the fullest extent permitted by law, the directors and officers of the Company against all costs, expenses and liabilities incurred by them in connection with any action, suit or proceeding in which they are involved by reason of their affiliation with the Company.

EXECUTIVE AND DIRECTOR COMPENSATION

The Compensation Committee of the Board of Directors is responsible for establishing and governing the compensation and benefit practices of the Company. The Compensation Committee reviews and approves the general compensation policies of the Company, oversees the administration of all of the Company's compensation and benefit plans and reviews and approves compensation of the executive officers of the Company. The Compensation Committee Charter requires that the Compensation Committee consist of no fewer than two Board members who satisfy the independence requirements of the NYSE. The Compensation Committee may form and delegate authority to subcommittees when appropriate. At all times during fiscal 2011, the Compensation Committee consisted of at least three Board members, each of whom the Board affirmatively determined satisfied these independence requirements.

The Compensation Committee Charter sets forth the purpose of and other matters pertaining to the Compensation Committee. The Compensation Committee Charter is available on the Company's website at *http://investors.guess.com*. Pursuant to its Charter, the Compensation Committee's responsibilities include the following:

- review and approve the corporate goals and objectives relevant to the compensation of the Chief Executive Officer and other officers of the Company;
- evaluate the Chief Executive Officer's performance in light of such goals and objectives;
- set officers' compensation levels, including base salary, annual incentive opportunities, long-term incentive opportunities and benefits;
- review and approve employment, consulting, severance or retirement arrangements and/or change in control agreements or provisions covering any current or former officers of the Company;
- review and recommend to the Board appropriate director compensation programs for non-employee directors;
- review its own performance and assess the adequacy of its Charter;
- approve stock option grants and other equity-based or incentive awards;
- the authority to retain and terminate any compensation consultant used to assist in the evaluation of officer compensation, including to approve the consultant's fees and other retention terms; and
- produce a report of the Compensation Committee and review and recommend to management the inclusion of the Compensation Discussion and Analysis section to be included in the Company's annual proxy statement.

The Compensation Committee is solely responsible for making the final decisions on compensation for the Named Executive Officers (as defined under "Compensation Discussion and Analysis" below). While the Compensation Committee reviews and makes recommendations regarding compensation paid to the non-employee directors, the compensation for these directors is ultimately determined by the Board. Equity awards to all employees, including all officers subject to Section 16 of the Exchange Act, are made by the Compensation Committee. During fiscal 2011, the Compensation Committee met seven times and took action by written consent eight times.

As indicated above, pursuant to its Charter, the Compensation Committee is authorized to retain and terminate any compensation consultant engaged to assist in the evaluation of the compensation of our officers (including all of the Named Executive Officers). The Compensation Committee has engaged Frederic W. Cook & Co., Inc. ("FW Cook") as its independent compensation consultant to

assist the Compensation Committee. In particular, during fiscal 2011, FW Cook assisted the Compensation Committee in assembling and analyzing senior executive compensation data among peer companies. FW Cook also reviewed the Company's global annual cash and equity incentive plans, provided observations in light of market trends and investor preferences, and identified potential changes to the plans with respect to non-Named Executive Officers in order to simplify the design and overall administration of such plans. The services performed by FW Cook for the Company have been exclusively limited to compensation consulting on behalf of the Compensation Committee. FW Cook does not undertake any work for the Company at the direction of the Company's management or other employees, although the consultant communicates with management from time to time to obtain information necessary to advising the Compensation Committee.

Non-Employee Director Compensation

Compensation for individuals who were members of our Board of Directors at any time during fiscal 2011 and who were not also our employees (referred to herein as "Non-Employee Directors") generally consisted of annual retainers, fees for attending meetings and equity awards. The compensation paid to any director who was also one of our employees during the covered fiscal period is presented below in the "Summary Compensation Table" and the related explanatory tables covering compensation paid to certain of our executive officers. While employed by the Company, such employee-directors are not entitled to receive additional compensation for their services as directors. The following table presents information regarding the compensation paid to Non-Employee Directors with respect to fiscal 2011.

Name	Fees Earned or Paid in Cash($)	Stock Awards ($)(1)(2)(3)	Option Awards ($)(1)(3)	Total($)
(a)	(b)	(c)	(d)	(e)
Carlos Alberini(4)				
Judith Blumenthal	77,375	179,945		257,320
Gianluca Bolla(5)	47,250			47,250
Anthony Chidoni	88,000	179,945		267,945
Kay Isaacson-Leibowitz	65,000	179,945		244,945
Alice Kane(6)	17,875	206,094	20,008	243,977
Alex Yemenidjian	85,500	179,945		265,445

(1) The amounts reported in Columns (c) and (d) reflect the aggregate grant date fair value of stock awards and option awards, respectively, granted in fiscal 2011 (disregarding any estimate of forfeitures related to service-based vesting conditions). For a discussion of the assumptions and methodologies used to calculate the amounts reported, please see the discussion of equity awards contained in Note 17 (Share-Based Compensation) to the Company's Consolidated Financial Statements, included as part of the Company's Fiscal 2011 Annual Report on Form 10-K.

(2) On February 1, 2010, the Company granted each of our then-serving Non-Employee Directors an annual award of 4,493 shares of restricted stock. Each of these restricted stock awards had a value equal to $179,945 on the grant date. See footnote (1) above for the assumptions used to value these awards.

(3)

The following table presents the number of shares subject to outstanding and unexercised option awards and the number of unvested stock awards held by each of our Non-Employee Directors as of January 29, 2011.

Director	Number of Shares Subject to Outstanding and Unexercised Option Awards	Number of Unvested Stock Awards
Carlos Alberini		
Judith Blumenthal	2,177	4,493
Gianluca Bolla		
Anthony Chidoni	165,176	4,493
Alice Kane		
Kay Isaacson-Leibowitz	12,442	4,493
Alex Yemenidjian	44,660	4,493

(4)

Carlos Alberini resigned from his positions as President and Chief Operating Officer of the Company effective June 1, 2010, but continues to serve as a non-employee member of the Board. While employed, Mr. Alberini was not entitled to additional compensation for his service as a director. However, following his resignation effective June 1, 2010, Mr. Alberini received compensation for his services as a director in the form of director fees in the amount of $29,269 paid in cash, as reflected in Column (i) of the "Summary Compensation Table" below.

(5)

Gianluca Bolla was appointed as a Non-Employee Director effective April 30, 2010.

(6)

Effective April 30, 2010, Alice Kane resigned from her position as a Non-Employee Director. Upon Ms. Kane's resignation, in recognition of her nearly 12 years of dedicated service as a director, the Board elected to accelerate the vesting date of Ms. Kane's outstanding (i) 4,493 shares of restricted stock scheduled to vest February 1, 2011 and (ii) options to purchase 1,415 shares of Common Stock (originally granted January 2, 2007) scheduled to vest January 2, 2011, in each case to April 30, 2010. Amounts in Columns (c) and (d) for Ms. Kane represent the incremental fair value of the restricted stock and stock options, respectively, as a result of the accelerated vesting during the period.

Annual Retainer and Meeting Fees

The following table sets forth the schedule of annual retainers and meeting fees in effect during fiscal 2011 for each Non-Employee Director:

Type of Fee	Dollar Amount ($)
Annual Board Retainer	35,000
Additional Annual Retainer to Chair of Audit Committee	20,000
Additional Annual Retainer to Chair of Compensation Committee	17,500
Additional Annual Retainer to Chair of Nominating and Governance Committee	12,500
Additional Attendance Fee per Committee Meeting Attended	1,500
Additional Attendance Fee per Board Meeting Attended	1,500

All Non-Employee Directors are eligible to defer up to 100% of their annual retainer and meeting fees under the Company's Non-Qualified Deferred Compensation Plan, as more fully described below under " Compensation Discussion and Analysis Current Executive Compensation Program Elements Non-Qualified Deferred Compensation Plan." All Non-Employee Directors are also reimbursed for out-of-pocket expenses they incur serving as directors.

Equity Awards

Our Non-Employee Directors are granted equity awards under the Company's 2006 Non-Employee Directors' Stock Grant and Stock Option Plan, as amended and restated (the "Director Plan"). Non-Employee Directors who have not been an employee of the Company at any time during the immediately preceding 12 months are entitled to receive an award of a number of restricted shares (or restricted stock units for non-U.S. residents) equal in value to $180,000 on the first business day of each fiscal year. The number of restricted shares awarded is determined by dividing the applicable dollar amount by the closing price of a share of Common Stock on the NYSE on the date of grant. Our Non-Employee Directors are subject to the Company's Stock Ownership Guidelines, as described in more detail under "Compensation Discussion and Analysis Stock Ownership Guidelines" below.

Subject to continued service, each restricted stock award granted under the Director Plan becomes vested and non-forfeitable as to 100% of the shares subject to such award on the first to occur of (i) the first year anniversary of the date of grant or (ii) a termination of service if the Non-Employee Director has completed one full term of service and he or she does not stand for re-election at the completion of such term. Non-Employee Directors are entitled to voting and dividend rights with respect to the restricted shares. In the event of a "change in control" of the Company (as defined in the Director Plan), all restricted shares then outstanding will vest 100% free of restrictions as of the date of the change in control. Unless otherwise determined by the Board, if a Non-Employee Director's service as a director terminates for any reason, any restricted shares that are not fully vested and free from restriction as of the director's termination of service will automatically be forfeited and returned to the Company.

Compensation Discussion and Analysis

This Compensation Discussion and Analysis provides an overview of the Company's executive compensation program, including a description of the Company's compensation philosophies and objectives and a discussion of the material elements of compensation awarded to, earned by or paid to the following executive officers, referred to in this Proxy Statement as the "Named Executive Officers":

- Maurice Marciano, Chairman of the Board;
- Paul Marciano, Chief Executive Officer and Vice Chairman;
- J. Michael Prince, Chief Operating Officer;
- Michael Relich, Executive Vice President and Chief Information Officer;
- Dennis Secor, Senior Vice President and Chief Financial Officer; and
- Carlos Alberini, former President and Chief Operating Officer.

Executive Compensation Program Philosophies and Objectives

The Company's executive compensation programs are intended to achieve three fundamental objectives: (1) attract, motivate and retain qualified executives; (2) hold executives accountable for performance; and (3) align executives' interests with those of our shareholders. In structuring the Company's current executive compensation programs, we are guided by the following basic philosophies:

- *Competition.* The Company should provide competitive compensation opportunities so that we can attract, motivate and retain qualified executives.
- *Pay for Performance.* A substantial portion of compensation should be tied to Company (and/or particular department or segment) and individual performance.

Alignment with Shareholder Interests. A substantial portion of eligible compensation should be in the form of equity awards that vest over a number of years, thus further aligning the interests of shareholders and executives.

Consistent with our compensation philosophies described above, our goal for fiscal 2011 was to provide each Named Executive Officer with a total executive compensation package that was competitive in light of the compensation paid to comparable executives at our peer group companies and appropriately reflected the Company's strong performance in fiscal 2011.

Fiscal 2011 Results and Accomplishments

Despite continuing economic uncertainty in many markets around the world and cautious consumer behavior, management was able to produce strong results in fiscal 2011 while remaining focused on the Company's long-term strategies of increasing the Company's retail presence, expanding internationally and building a global infrastructure platform. Specifically, in fiscal 2011, the Company:

- Increased global revenue by 17% to a record $2.5 billion, with increased revenues in all segments;

- Improved diluted earnings per share by 19% to a record $3.11, marking an eighth consecutive year of earnings growth;

- Invested a significant amount of capital back into the business, increased the quarterly dividend and paid a special dividend of $2.00 per share (approximately $184 million), all while maintaining a strong financial position, with $442 million in cash and short-term investments and virtually no debt at year end; and

- Opened 237 new Company-owned and licensee stores worldwide, ending the year with 1,373 total stores globally.

These strong results during uncertain economic times demonstrate the benefit of the global diversified business model pursued by management, with Europe and Asia delivering almost two-thirds of the Company's revenue growth at a time when the North American retail business was not as strong as expected.

Overview of Fiscal 2011 Executive Compensation Actions

The Compensation Committee considered the Company's strong fiscal 2011 results and accomplishments when making its executive compensation decisions for the year. However, as more fully described below, the Compensation Committee also considered individual performance and contributions to the Company's various strategic initiatives, as well as a number of other factors, such as level of experience, length of service, scope of duties, pay history, past performance and expected future contributions, as well as peer group compensation data and general market conditions. These factors, when considered together, were used by the Compensation Committee as a basis for making compensation decisions on a position by position basis. Some of the key executive compensation actions for fiscal 2011 included:

- Kept base salaries for Maurice Marciano and Paul Marciano flat for the fourth consecutive year (although Maurice Marciano voluntarily waived his base salary for fiscal 2010), while increasing base salaries for Michael Relich and Dennis Secor for the first time in two years by 15.4% and 20.0%, respectively, to better reflect competitive salary levels.

- Consistent with the annual performance-based cash and equity programs adopted in fiscal 2010, established maximum cash and equity award opportunities for the Named Executive Officers based on the Company's fiscal 2011 earnings from operations results.

Considering the Company's solid fiscal 2011 results noted above and the Compensation Committee's subjective review of individual performance, ultimately determined to pay annual performance-based cash and equity awards at or below the maximum levels (with cash generally paid approximately mid-way between target and maximum levels and equity generally paid at or near maximum levels).

Continued to provide a performance-based cash incentive award for Paul Marciano based on the earnings from operations of the Company's licensing segment in fiscal 2011.

Amended the Company's existing 2004 Equity Incentive Plan to (i) prohibit the repricing or cash buy-out of stock options or stock appreciation rights without shareholder approval and (ii) eliminate share recycling for shares tendered as payment for an option or other award or withheld for the payment of taxes.

Increased the Company's stock ownership guidelines for the Chief Executive Officer to an amount equal to six times annual base salary.

Adopted a new clawback policy regarding the recoupment of certain performance-based compensation payments to executive officers which applies to both cash and equity performance-based awards.

The Role of the Compensation Committee and Management

The Company's executive compensation programs are determined and approved by the Compensation Committee of the Board. None of the Named Executive Officers are members of the Compensation Committee. Our Chief Executive Officer and Chairman of the Board recommend to the Compensation Committee salary, cash incentive awards, equity-based awards and long-term compensation levels for less senior executives, including the other Named Executive Officers. At the direction of the Compensation Committee, other members of management, including our Chief Operating Officer and Chief Financial Officer, furnish financial and other information relevant to setting performance goals and certifying results. The Compensation Committee is, however, solely responsible for making the final decisions on compensation for all Named Executive Officers. Other members of management, including any other Named Executive Officers, do not currently have any role in determining or recommending the form or amount of compensation paid to our Named Executive Officers or our other senior executives.

The Role of the Independent Compensation Consultant

As indicated above, the Compensation Committee has engaged FW Cook as its independent compensation consultant. During fiscal 2011, FW Cook assisted the Compensation Committee in assembling and analyzing competitive senior executive compensation data among a peer group of companies. FW Cook also provided general insight into the competitive landscape and trends for executive compensation. The peer group used for the competitive analysis was developed by the Compensation Committee, taking into account the advice of FW Cook and input from management. In selecting the peer companies, made up of publicly-traded retail apparel and accessories companies, we considered factors such as the size and business models of each company, as well as whether such companies may compete with Guess for executive talent. The companies that comprised the peer group for fiscal 2011 were:

Abercrombie & Fitch Co.	J. Crew Group, Inc.
Aéropostale, Inc.	Kenneth Cole Productions, Inc.
American Eagle Outfitters, Inc.	New York & Company, Inc.
AnnTaylor Stores Corporation	Pacific Sunwear of California, Inc.
bebe stores, inc.	Polo Ralph Lauren Corporation
Chico's FAS, Inc.	Quiksilver, Inc.
Coach, Inc.	The Talbots, Inc.
Coldwater Creek, Inc.	Urban Outfitters, Inc.
The Gymboree Corporation	Warnaco Group Inc.

The peer group for fiscal 2011 was the same as the peer group for the prior year, with the exception of the deletion of Charlotte Russe Holding, Inc., which is no longer publicly held. When the peer group was established, the Company ranked between the median and 75th percentile of the peer group in terms of revenue and above the 75th percentile of the peer group in terms of market capitalization. We believe these peer group companies provide relevant comparative compensation data for the Company.

The peer company compensation data provided by FW Cook was used by the Compensation Committee as a general reference point in its compensation review. The Compensation Committee does not set compensation levels at any specific level or percentile against this compensation data (i.e., the Compensation Committee does not "benchmark" the Company's executive compensation levels). Instead, the peer group data is only one point of information taken into account by the Compensation Committee in making compensation decisions.

During fiscal 2011, FW Cook also reviewed the Company's global annual cash and equity incentive plans, provided observations in light of market trends and best practices, and identified potential changes to the plans with respect to non-Named Executive Officers in order to simplify the design and overall administration of such plans.

Current Executive Compensation Program Elements

Summary

The material elements of our current executive compensation program for Named Executive Officers consist of a base salary, an annual cash incentive opportunity and a long-term equity incentive opportunity. We also provide a non-qualified deferred compensation plan, a 401(k) plan, a supplemental executive retirement plan for certain Named Executive Officers and severance protection for terminations of certain Named Executive Officers' employment.

We believe that each element of our executive compensation program helps us to achieve one or more of our compensation objectives. Base salaries, the non-qualified deferred compensation plan, 401(k) plan, supplemental executive retirement plan and severance and other termination benefits are all primarily intended to attract and retain qualified executives. These are the elements of our current executive compensation program where the value of the benefit in any given year is generally not variable. We believe that in order to attract and retain top-caliber executives, we need to provide executives with predictable benefit amounts that reward the executive's continued service. Some of the elements, such as base salaries, are generally paid out on a short-term or current basis. The other elements are generally paid out on a longer-term basis, such as upon retirement or other termination of employment. We believe that this mix of longer-term and shorter-term elements allows us to achieve our dual goals of attracting and retaining executives (with the longer-term benefits geared toward retention and the shorter-term awards focused on recruitment).

Our annual cash incentive opportunity is primarily intended to hold executives accountable for performance. It also helps further align Named Executive Officers' interests with those of our shareholders and helps us attract, motivate and retain executives. Our long-term equity incentives are primarily intended to align Named Executive Officers' interests with those of our shareholders, although they also hold executives accountable for performance and help us attract, motivate and retain executives. These are the elements of our current executive compensation program that are designed to reward performance and the creation of shareholder value, and therefore the value of these benefits is dependent on performance. Each Named Executive Officer's annual cash incentive opportunity is paid out on an annual basis and is designed to reward performance for that period. Long-term equity incentives are generally paid out or earned on a longer-term basis and are designed to reward performance and continued employment over one or more years.

The Compensation Committee uses these elements, as described in more detail below, to create a total compensation package for each Named Executive Officer that supports the Company's compensation objectives and provides a competitive compensation opportunity tied to both operating performance and changes in shareholder value.

Base Salaries

Base salaries of the Named Executive Officers are designed to compensate executives for their level of responsibility, skills, experience and individual contributions. The Compensation Committee reviews and approves base salaries for Named Executive Officers annually and in connection with promotions or other changes in responsibilities. Base salaries are set at levels that are intended to avoid excessive fixed costs while simultaneously providing sufficient guaranteed annual income to mitigate incentives for executive's to pursue overly risky business strategies in order to maximize short-term variable compensation. In determining the appropriate levels of base salary, the Compensation Committee also considers, in its subjective judgment, individual performance, scope of duties, pay history and market data.

During fiscal 2010, in light of the general business environment at the time, none of our Named Executive Officers received salary increases. In fact, for fiscal 2010, Maurice Marciano voluntarily waived virtually all of his entire $1,000,000 base salary (he received $49,450 of base salary to cover tax withholding amounts with respect to certain non-cash benefits). For fiscal 2011, the base salaries for Maurice Marciano, Paul Marciano and Carlos Alberini again remained unchanged, while the base salaries for Michael Relich and Dennis Secor were increased by 15.4% and 20.0%, respectively, resulting primarily from a subjective determination by the Compensation Committee, based in part on market data, that such increases were warranted in order to reach more competitive levels. The base salary for J. Michael Prince, who began his employment as Chief Operating Officer on November 15, 2010, was established by the Compensation Committee in connection with his offer of employment.

The amount of base salary paid to each Named Executive Officer for fiscal 2011 is reported in Column (c) of the "Summary Compensation Table" below.

Annual Cash Incentive Awards

We believe that a significant portion of compensation for executive officers should be based on Company and individual performance, with the opportunity to earn substantial awards in connection with superior business and individual performance. Annual cash incentive awards are generally granted to the Company's Named Executive Officers under the Company's shareholder-approved Annual Incentive Bonus Plan (the "Bonus Plan"), a performance-based plan intended to motivate key employees by linking cash incentive award opportunities to pre-established performance goals. Specific performance criteria that can be used by the Compensation Committee (in its sole discretion) each period are set forth in the Bonus Plan.

The Compensation Committee has implemented a two-tier funding approach for Named Executive Officers under the Bonus Plan that is designed to give the Compensation Committee greater flexibility to consider all aspects of performance and other factors the Compensation Committee considers relevant, without affecting the Company's tax deduction for qualified performance-based compensation under Section 162(m) of the Internal Revenue Code. Under the program, the Compensation Committee approves a pre-established formula to determine the maximum cash incentive opportunity that may be awarded to each Named Executive Officer under the Bonus Plan, then exercises its discretion in determining the actual cash payouts which will be at or below the maximum payout levels.

Calculation of Maximum Eligible Awards

For fiscal 2011, the Compensation Committee established maximum individual cash award opportunities for Named Executive Officers pursuant to a specific formula tied to the Company's fiscal 2011 earnings from operations. The maximum individual cash award opportunities for fiscal 2011 were as follows: for Paul Marciano, a maximum award opportunity equal to the lesser of .76% of fiscal 2011 earnings from operations or 300% of base salary; for Maurice Marciano, a maximum award opportunity equal to the lesser of .57% of fiscal 2011 earnings from operations or 225% of base salary; for Carlos Alberini, a maximum award opportunity equal to the lesser of .24% of fiscal 2011 earnings from operations or 120% of base salary; for Michael Relich, a maximum award opportunity equal to the lesser of .07% of fiscal 2011 earnings from operations or 60% of base salary; and for Dennis Secor, a maximum award opportunity equal to the lesser of .06% of fiscal 2011 earnings from operations or 60% of base salary. For Mr. Paul Marciano, Mr. Maurice Marciano and Mr. Alberini, the maximum award opportunity as a percentage of base salary was provided under their respective employment agreements. For Mr. Relich and Mr. Secor, the percentage of base salary is consistent with the maximum opportunity awarded to each of these executives in recent years and the Compensation Committee believes these maximums continue to be competitive for their positions. Because J. Michael Prince began his employment on November 15, 2010, he did not participate under the two-tier funding approach for fiscal 2011.

The Compensation Committee chose earnings from operations as the measurement used to calculate maximum cash incentive opportunities (and to establish the performance-based aspects of our long-term equity incentive awards as described below) as a way to further link the executives' incentive opportunities to the Company's financial performance and because it is a consistently applied, easily understood and widely used metric that provides a measurement of operating performance that excludes certain non-operational factors.

Each Named Executive Officer also has a threshold and target incentive amount under the Bonus Plan. These amounts are established as guidelines only and are not tied to any particular metric or goal, with the Compensation Committee able to exercise discretion to award incentives that are above or below such levels (but in all cases within the applicable maximum as described above) based on its subjective assessment of such factors as it deems appropriate. Pursuant to their employment agreements, the threshold incentive amounts for Mr. Paul Marciano, Mr. Maurice Marciano and Mr. Alberini were 100%, 70% and 40% of their respective base salaries and the target incentive amounts were 200%, 140% and 80% of their respective base salaries. The threshold and target incentive amounts as a percentage of base salary for Mr. Relich and Mr. Secor have each been set in recent years at 20% for threshold and 40% for target and the Compensation Committee believes these amounts continue to be competitive for their positions.

In the first quarter of fiscal 2012, the Compensation Committee certified the Company's fiscal 2011 earnings from operations results of $404.6 million, which resulted in a potential maximum payout opportunity for each eligible Named Executive Officer equal to the corresponding maximum salary percentage set forth above.

Determination of Actual Cash Awards

Once the maximum payout levels were established, the Compensation Committee then determined actual cash payouts for each Named Executive Officer at a level at or below the maximum payout levels based on its subjective assessment of the Company's overall financial performance for fiscal 2011 and each Named Executive Officer's performance and contributions for fiscal 2011.

Although the Compensation Committee reviewed the Company's financial results in detail, it did not directly link all or any portion of the Named Executive Officers' cash incentive awards to the achievement or failure to achieve any specific goal or assign a specific weighting to any particular financial measure. Instead, the Compensation Committee considered the financial results in the context of the economic and competitive environment, with a focus on both near-term results and the long-term health and positioning of the Company. In particular, the Compensation Committee reviewed the Company's earnings, revenues, expenses, margins, return on invested capital and shareholder return during fiscal 2011. It also considered its assessment that the Company's overall financial position at year end was strong. The Compensation Committee concluded that management had guided the Company to a high level of performance during the year, while positioning the Company for continued long-term growth. The Compensation Committee also made a subjective evaluation of each individual Named Executive Officer's performance during the fiscal year, taking into account the individual's contributions to the Company's various strategic initiatives, such as growth, profitability, organizational development and operational initiatives. The Compensation Committee gave no specific weighting to any particular performance measure and evaluated individual performance in a non-formulaic manner.

Based on its subjective assessment of the Company's performance, as well as its subjective assessment of each Named Executive Officer's individual contributions during the year, the Compensation Committee determined to award cash bonuses at target level for Mr. Relich and approximately mid-way between target and maximum levels for the other eligible Named Executive Officers. No award amounts were paid in excess of the calculated maximum award opportunities. In addition, the Compensation Committee elected to provide a $40,000 cash bonus to Mr. Prince in recognition of his dedication and successful integration since joining the Company as its new Chief Operating Officer on November 15, 2010 and, in particular, his positive contributions to the Company's various supply chain initiatives. The actual cash incentive awards determined by the Compensation Committee for the Named Executive Officers for fiscal 2011 are presented in Columns (d) and (g) of the "Summary Compensation Table" below.

Special Cash Incentive Awards for Paul Marciano

In addition to the annual cash incentive award, each year since fiscal 2005, the Compensation Committee has approved a separate licensing-based cash incentive opportunity under the Company's 2004 Equity Incentive Plan for Paul Marciano. This performance-based award, designed to recognize the substantial contributions of Mr. Paul Marciano to the Company's licensing segment results, provided for a cash award equal to 2.4% of earnings from operations of the Company's licensing segment for fiscal 2011, excluding certain specified royalty amounts. Based on performance against this pre-established measure, which the Compensation Committee reviewed and certified in the first quarter of fiscal 2012, Mr. Paul Marciano earned and received a cash award of $2,254,098 for fiscal 2011.

Mr. Paul Marciano also continues to be eligible to receive an additional licensing-based cash incentive in 2012, under a program approved by the Compensation Committee in 2005, based in part upon the Compensation Committee's determination that Mr. Paul Marciano's performance and contributions were essential to the negotiation and execution at that time of several new licensing agreements and extensions on behalf of the Company, including licensing agreements with respect to Guess? watches, eyewear and handbags. The terms of these three license agreements provided for special fixed royalty payments to the Company of $92.7 million in the aggregate, in addition to increased standard royalties and other amounts normally associated with the Company's license agreements. Of such special fixed royalty payment amounts, a total of $42.7 million had already been received by the Company at the time of approving this award opportunity, with the remainder to be paid over time under the terms of the three license agreements, including a payment of $35.0 million due to the Company in 2012 (the "2012 Payment"). Although Mr. Paul Marciano's past performance was influential in the Committee's decision to provide him with an opportunity to earn future bonuses, payment of the awards remained subject to the achievement of pre-established licensing performance targets with respect to the fourth quarter of 2005, as well as each of 2006, 2007 and 2008. The remaining cash incentive award opportunity for Mr. Paul Marciano under this program provides for a $3.5 million cash award payable under the Company's 2004 Equity Incentive Plan only upon certification by the Compensation Committee of (i) achievement of a pre-established earnings from operations goal for the Company's licensing segment of $20.0 million for the 2008 calendar year, and (ii) receipt by the Company of the 2012 Payment (the "Multi-Year Licensing Opportunity"). Although the calendar year 2008 performance goal was met, the payment of the related $3.5 million cash award remains contingent on the receipt by the Company of the 2012 Payment.

Long-Term Equity Incentive Awards

The Company's philosophy is that the Named Executive Officers' long-term compensation should be directly linked to the value provided to our shareholders. Therefore, with the exception of the Multi-Year Licensing Opportunity for Paul Marciano described above, 100% of the Named Executive Officers' long-term compensation is currently awarded in the form of stock options and restricted stock. The Compensation Committee has the authority to grant stock options, restricted stock and other awards under the Company's 2004 Equity Incentive Plan.

Stock Options. The Company generally makes a portion of its long-term incentive grants to Named Executive Officers in the form of stock options with an exercise price that is equal to the closing price of a share of the Company's Common Stock on the NYSE on the grant date. The Compensation Committee utilizes stock options to ensure that the Named Executive Officers will realize value only if our shareholders realize value on their shares. Stock options also foster retention of key executives since the awards generally vest over the four year period following the performance period.

Restricted Stock. The Compensation Committee uses restricted stock in addition to stock options to reduce the level of potential share dilution that would otherwise develop if larger stock option awards were granted. The Compensation Committee also uses restricted stock awards as a retention incentive as they generally vest over the four year period following the performance period. In addition, restricted stock promotes commonality of interests between management and shareholders since the awards expose the recipient to both upside and downside risk based on the value of the Company's Common Stock over time.

Like the annual cash incentive award program, the Compensation Committee has implemented a two-tier approach for equity awards to Named Executive Officers that gives the Compensation Committee greater flexibility to consider all aspects of performance and other factors the Compensation Committee considers relevant, without affecting the Company's tax deduction for qualified performance-based restricted stock under Section 162(m) of the Internal Revenue Code. Like the cash program, the Compensation Committee approves pre-established formulas to determine the maximum equity incentive opportunities that may be awarded to each Named Executive Officer, then exercises its discretion in determining the actual equity awards, which will be at levels at or below the calculated maximum award levels. The maximum number of shares of the Company's Common Stock subject to each annual award is intended to create a meaningful opportunity for stock ownership in light of the Named Executive Officer's current position with the Company, the size of comparable awards to comparable executives at our peer group companies, and the individual's personal performance in recent periods. The Compensation Committee believes that the mix of equity award types, which currently provides a heavier emphasis on restricted stock than on stock options (as more fully described below), supports its retention and performance objectives and provides a balanced risk/reward approach, while maintaining a strong alignment between the interests of the Named Executive Officers and those of our shareholders.

Calculation of Maximum Eligible Awards

For fiscal 2011, the Compensation Committee established maximum individual equity awards in the form of stock options and restricted stock for Named Executive Officers pursuant to a specific formula tied to the Company's fiscal 2011 earnings from operations. The maximum individual equity award opportunities for Named Executive Officers for fiscal 2011 were as follows: for Paul Marciano, a maximum stock option award opportunity value equal to the lesser of .14% of fiscal 2011 earnings from operations or 55% of base salary and a maximum restricted stock award opportunity value equal to the lesser of .38% of fiscal 2011 earnings from operations or 150% of base salary; for Maurice Marciano, a maximum stock option award opportunity value equal to the lesser of .28% of fiscal 2011 earnings from operations or 110% of base salary and a maximum restricted stock award opportunity value equal to the lesser of .61% of fiscal 2011 earnings from operations or 240% of base salary; for Carlos Alberini, a maximum stock option award opportunity value equal to the lesser of .10% of fiscal 2011 earnings from operations or 50% of base salary and a maximum restricted stock award opportunity value equal to the lesser of .27% of fiscal 2011 earnings from operations or 135% of base salary; for Michael Relich, a maximum stock option award opportunity value equal to the lesser of .02% of fiscal 2011 earnings from operations or 20% of base salary and a maximum restricted stock award opportunity value equal to the lesser of .07% of fiscal 2011 earnings from operations or 60% of base salary; and for Dennis Secor, a maximum stock option award opportunity value equal to the lesser of .02% of fiscal 2011 earnings from operations or 20% of base salary and a maximum restricted stock award opportunity value equal to the lesser of .06% of fiscal 2011 earnings from operations or 60% of base salary.

The Compensation Committee established higher long-term equity incentive opportunities for Paul Marciano and Maurice Marciano than for the other Named Executive Officers in light of their greater levels of responsibility and influence over the Company's business and performance in general, as well as competitive market grant levels for their positions. Because J. Michael Prince began his employment on November 15, 2010, he did not participate under the two-tier equity program for fiscal 2011.

In the first quarter of fiscal 2012, the Compensation Committee certified the Company's fiscal 2011 earnings from operations results of $404.6 million, which resulted in a potential maximum equity payout opportunity for each eligible Named Executive Officer equal to the corresponding maximum salary percentages set forth above. The maximum award opportunities were then converted from dollar amounts to shares, with stock options valued using the Black Scholes Model and restricted stock valued at the closing price of the Company's unrestricted Common Stock on the NYSE, in each case on a pre-determined measurement date with respect to the grant date. For fiscal 2011, the grant date occurred on the date of the regularly scheduled first quarter meeting of the Compensation Committee and the pre-determined measurement date occurred five business days prior to the grant date in order to allow the Compensation Committee sufficient time to review final maximum share and option opportunities prior to making its final award decisions.

Determination of Actual Equity Awards

Once the maximum payout levels were established, the Compensation Committee then determined actual equity awards for each Named Executive Officer at a level at or below the maximum payout levels using the same review and subjective assessment of the Company's overall financial performance and the performance and contributions of each of the Named Executive Officers as used for the annual incentive cash award program described in detail under " Annual Cash Incentive Awards" above.

Like the annual incentive cash award program, the Compensation Committee gave no specific weighting to any particular performance measure considered for fiscal 2011 for equity awards and evaluated individual performance in a non-formulaic manner. Based on its subjective assessment of the Company's performance, as well as its subjective assessment of each Named Executive Officer's individual performance during the year, the Compensation Committee determined to award Mr. Paul Marciano, Mr. Maurice Marciano and Mr. Secor maximum equity awards and Mr. Relich a maximum option award and approximately 90% between threshold and target levels for the restricted stock award. No award amounts were paid in excess of the calculated maximum award opportunities. In addition, the Compensation Committee elected to provide an award of options to purchase 10,000 shares of stock to Mr. Prince in recognition of his dedication and successful integration since joining the Company as its new Chief Operating Officer on November 15, 2010 and, in particular, his positive contributions to the Company's various supply chain initiatives. The Compensation Committee selected stock options for Mr. Prince as a way to recognize his contributions, while still requiring performance in terms of stock price appreciation in order for Mr. Prince to realize value from the award.

The actual equity awards determined by the Compensation Committee for the Named Executive Officers for fiscal 2011 are presented in *footnote 2* to the "Grants of Plan-Based Awards in Fiscal 2011" table below. In accordance with applicable SEC rules, the "Grants of Plan-Based Awards in Fiscal 2011" table reflects equity awards actually granted by the Company in fiscal 2011. The material terms of the equity awards granted to our Named Executive Officers during fiscal 2011 are described below under " Description of Plan-Based Awards." Since our equity awards granted in fiscal 2011 related to performance in fiscal 2010, the basis for these awards was included in the Compensation Discussion and Analysis section of our proxy statement filed with the SEC on May 25, 2010 with respect to our 2010 annual meeting of shareholders. The equity awards described in the preceding paragraphs, which were awarded in the first quarter of fiscal 2012 based on fiscal 2011 performance, will, in accordance with applicable SEC rules, be reflected in the "Grants of Plan-Based Awards" table included in our proxy statement next year with respect to our 2012 annual meeting of shareholders.

401(k) Retirement Benefits

The Company's employees, including the Named Executive Officers, are eligible to participate in its tax-qualified 401(k) plan and are eligible to receive a discretionary matching contribution from the Company after one year of service. In calendar 2010, the Company made a discretionary matching contribution on behalf of each participant equal to 50% of the first 6% of compensation contributed by the participant. These Company matching contributions can function as a retention incentive as they vest over the first five (5) years of service with the Company. The Named Executive Officers participate in the plan on the same terms as our other participating employees.

Non-Qualified Deferred Compensation Plan

The Company has maintained a Non-Qualified Deferred Compensation Plan (the "DCP") since January 1, 2006. Under the DCP, select employees who satisfy certain eligibility requirements, including each of the Named Executive Officers and members of the Board, may make annual irrevocable elections to defer up to 75% of their base salary, 100% of their bonus, 100% of their cash compensation earned under any Company long-term incentive plan or 100% of their director fees to be earned during the following calendar year. In addition, the Company may make contributions to "make up" for Company match amounts under the Company's 401(k) plan that cannot be made to Named Executive Officers because of applicable Internal Revenue Code limits. The Company may also make other discretionary contributions, although it did not do so for fiscal 2011. The Company believes that providing the Named Executive Officers with deferred compensation opportunities is a cost-effective way to permit officers to receive the tax benefits associated with delaying the income tax event on the compensation deferred, even though the related deduction for the Company is also deferred. Information with respect to the Named Executive Officers' participation in the DCP is presented in, and the material terms of the DCP are described following, the "Non-Qualified Deferred Compensation Plan Table Fiscal 2011" below.

Supplemental Executive Retirement Plan

The Company has maintained a Supplemental Executive Retirement Plan (the "SERP") since January 1, 2006. The SERP will provide select employees who satisfy certain eligibility requirements with supplemental pension benefits in prescribed circumstances. The current participants in the SERP are Maurice Marciano and Paul Marciano. In addition to the current participants, Carlos Alberini participated in the SERP until his departure as President and Chief Operating Officer on June 1, 2010, and will be eligible to receive vested SERP Benefits in the future in accordance with the terms of the SERP. Annual benefits available under the SERP ("SERP Benefits") are calculated by multiplying the participant's highest average compensation (including base salary and certain bonuses) during any two of the final three years of employment by a percentage equal to 2.5% for each year of service, subject to a maximum benefit of 60% of such average compensation for Mr. Maurice Marciano and Mr. Paul Marciano and 50% of such average compensation for any other participants. The Company believes that providing these Named Executive Officers with supplemental pension benefits under the SERP recognizes the substantial past and expected future contributions of the participating Named Executive Officers and can provide a valuable retention incentive.

As reported in the "Summary Compensation Table" below, there is a notable increase in the total compensation set forth for Maurice Marciano and Paul Marciano when comparing each executive's total compensation from fiscal 2010 to fiscal 2011, as computed in accordance with the rules of the SEC. In each case, this increase is largely attributable to the changes in the value of each executive's SERP Benefits because of the formulaic calculation (as outlined above) pursuant to which SERP Benefits are determined. The formula for calculating each executive's SERP Benefits did not change in fiscal 2011. However, the SERP Benefits accrued by each executive during the year and included in the "Summary Compensation Table" below were affected by (i) the impact of higher performance-based cash bonuses paid during fiscal 2011 (with respect to fiscal 2010 performance) than during fiscal 2008, resulting in higher average compensation levels during the most recent three-year measurement period, and (ii) a reduction in the discount rate used for actuarial calculations from 6.0% in fiscal 2010 to 5.5% in fiscal 2011. Without the changes to the actuarial calculations and the higher cash bonuses paid during fiscal 2011, the reported year-over-year increases in SERP Benefit value would have been significantly lower for fiscal 2011. As noted above, there were no changes or amendments to the SERP during fiscal 2011, and Mr. Maurice Marciano and Mr. Paul Marciano were both fully vested in their SERP Benefits and had also attained the maximum years of service for SERP purposes prior to the 2011 fiscal year.

Additional information with respect to these Named Executive Officers' participation in the SERP is presented in, and the material terms of the SERP are described following, the "Pension Benefits Table Fiscal 2011" below. Additional information concerning potential payments under the SERP upon certain terminations or a change in control is presented in " Potential Payments Upon Termination or Change in Control" below.

Severance and Other Benefits Upon Termination of Employment

In order to support our compensation objective of attracting, retaining and motivating qualified executives, we believe that, in certain cases, we may need to provide our key executive officers with severance protections upon certain types of termination. These severance protections are negotiated on an individual by individual basis in connection with the negotiation of other employment terms, typically in connection with the entering into of employment agreements or employment offer letters with each Named Executive Officer. Consistent with this approach, the severance protections for each of our Named Executive Officers were negotiated in connection with entering into their current employment agreements or offer letters.

The Compensation Committee approved employment agreements for each of Maurice Marciano and Paul Marciano, effective as of January 1, 2007 (as further amended and restated effective December 18, 2008 to comply with Section 409A of the Internal Revenue Code, the "Marciano Employment Agreements"), which provide severance protections for Mr. Maurice Marciano and Mr. Paul Marciano. The Compensation Committee determined that the severance provisions of the Marciano Employment Agreements were reasonable in light of market practices at the time these provisions were negotiated and the importance to the Company and its shareholders of securing the continued service of Mr. Maurice Marciano and Mr. Paul Marciano.

The Compensation Committee also approved an Employment Agreement with Carlos Alberini, effective August 6, 2007 (as further amended and restated effective December 18, 2008 to comply with Section 409A of the Internal Revenue Code, the "Alberini Employment Agreement"), which provided certain severance protections for Mr. Alberini. Mr. Alberini did not receive any special severance payments in connection with his resignation as President and Chief Operating Officer effective June 1, 2010.

The employment offer letters for Michael Relich and Dennis Secor also provide severance protections that the Compensation Committee believes reflect the Company's general policies to attract, retain and motivate executive officers.

In addition to these individually negotiated severance protections, under the terms of our equity incentive plans, subject to limited exceptions set forth therein, if (i) any person (other than Maurice Marciano and Paul Marciano) acquires more than (a) for equity awards granted prior to September 28, 2007, 20% of the outstanding Common Stock or combined voting power of the Company, and (b) for equity awards granted on or after September 28, 2007, both 35% of the outstanding Common Stock or combined voting power of the Company and more shares than are then held by Maurice Marciano, Paul Marciano and their related parties, (ii) certain changes in a majority of the Board of Directors occur over a period of not longer than two years, (iii) shareholders approve certain mergers or consolidations involving more than a 20% change in ownership or certain reorganizations or a sale or other disposition of all or substantially all of the Company's assets, or (iv) the Company is liquidated, then, like all other employees, awards held by Named Executive Officers then-outstanding under the equity incentive plans may (unless otherwise determined by the Compensation Committee) become fully vested or paid, as applicable. Although this vesting will occur whether or not a Named Executive Officer's employment terminates, we believe it is appropriate to fully vest equity awards in these change in control situations because such a transaction may effectively end the Named Executive Officers' ability to realize any further value with respect to the equity awards.

Additional information concerning potential payments that may be made to the Named Executive Officers in connection with their termination of employment or a change in control is presented in " Potential Payments Upon Termination or Change in Control" below.

Stock Ownership Guidelines

In order to encourage stock ownership by senior management (and Non-Employee Directors) of the Company, the Company maintains Stock Ownership Guidelines, which became effective as of January 1, 2007. The Stock Ownership Guidelines are intended to further align the financial interests of senior management (and Non-Employee Directors) with those of the Company's shareholders. Under the Stock Ownership Guidelines, certain specified senior executives, including all of the Named

Executive Officers (and Non-Employee Directors), are required to accumulate, over a five year period, and then retain, the following amounts of Company Common Stock:

Position	Stock Ownership Requirement
CEO	Six times annual base salary
Chairman	Five times annual base salary
President	Four times annual base salary
Select Senior Executives (including all other Named Executive Officers)	Two and one-half times annual base salary
Non-Employee Directors	Five times annual board retainer

For purposes of satisfying the Stock Ownership Guidelines, the following holdings count toward the required holding amounts: (i) shares owned directly (including through open market purchases, vesting of restricted stock awards or exercise of stock options), (ii) shares held by spouses or children or through certain trusts for the benefit of the participant, a spouse and/or children and (iii) stock option equivalents based on the value of "in-the-money" vested unexercised stock options. Participants are required to confirm their individual stock holdings and submit a written plan to achieve the applicable ownership requirements within the specified time periods. The Named Executive Officers and Non-Employee Directors are not subject to any additional equity holding period requirements other than the Stock Ownership Guidelines and any applicable equity vesting periods.

Executive Compensation Clawback Policy

In April 2011, the Board of Directors adopted a new policy regarding the recoupment of certain performance-based compensation payments to executive officers (or "Clawback Policy"). The Clawback Policy provides that the Board or the Compensation Committee may require reimbursement or cancellation of all or a portion of any performance-based short or long-term cash or equity awards made to an executive officer to the extent that: (1) the amount of, or number of shares included in, any such payment was calculated based on the achievement of financial results that were subsequently revised and (2) a lesser payment of cash or equity awards would have been made to the executive officer based upon the revised financial results. Where the achievement of a financial result was considered in determining the performance-based compensation awarded, but the compensation was not awarded on a formulaic basis, the Board or Compensation Committee will determine in its discretion the amount, if any, to seek for reimbursement.

Section 162(m) Policy

Section 162(m) of the Internal Revenue Code disallows a tax deduction to publicly-held companies for compensation paid to certain executive officers, to the extent that compensation exceeds $1 million per officer in any year. The limitation applies only to compensation which is not considered to be performance-based, either because it is not tied to the attainment of performance milestones or because it is not paid pursuant to a shareholder-approved plan. The Compensation Committee considers the anticipated tax treatment to the Company and our executive officers when reviewing executive compensation and our compensation programs. The deductibility of some types of compensation payments can depend upon the timing of an executive's vesting or exercise of previously granted rights. Interpretations of and changes in applicable tax laws and regulations, as well as other factors beyond the Compensation Committee's control, also can affect the deductibility of compensation.

While the tax impact of any compensation arrangement is one factor to be considered, such impact is evaluated in light of the Compensation Committee's overall compensation philosophy. The

Compensation Committee will consider ways to maximize the deductibility of executive compensation, while retaining the discretion it deems necessary to compensate officers in a manner commensurate with performance and the competitive environment for executive talent. The maximum cash and equity opportunity structure under the Company's annual award programs for executive officers is intended to cause the compensation paid thereunder to qualify as performance-based compensation under Section 162(m). From time to time, the Compensation Committee may award compensation to our executive officers which is not fully deductible if it determines that such award is consistent with its philosophy and is in our and our shareholders' best interests, such as discretionary time vested grants of restricted stock or discretionary bonuses, or as part of initial employment offers.

Compensation Committee
Report on Executive Compensation(1)

The Compensation Committee has certain duties and powers as described in its Charter. The Compensation Committee is currently composed of the three Non-Employee Directors named at the end of this report, each of whom the Board has determined to be independent as defined by the NYSE listing standards.

The Compensation Committee has reviewed and discussed with management the disclosures contained in the Compensation Discussion and Analysis section of this Proxy Statement. Based upon this review and our discussions, the Compensation Committee has recommended to our Board of Directors that the Compensation Discussion and Analysis section be included in the Company's Fiscal 2011 Annual Report on Form 10-K and in this Proxy Statement for the 2011 Annual Meeting, each as filed with the SEC.

By the Compensation Committee,

Alex Yemenidjian, Chairperson
Anthony Chidoni
Kay Isaacson-Leibowitz

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(1) SEC filings sometimes "incorporate information by reference." This means the Company is referring you to information that has previously been filed with the SEC, and that this information should be considered as part of the filing you are reading. Unless the Company specifically states otherwise, this report shall not be deemed to be incorporated by reference and shall not constitute soliciting material or otherwise be considered filed under the Securities Act of 1933 or the Exchange Act.

Compensation Committee
Interlocks and Insider Participation

All of the Compensation Committee members whose names appear on the Compensation Committee Report above were committee members during all of fiscal 2011. No current member of the Compensation Committee is a current or former executive officer or employee of the Company or had any relationships requiring disclosure by the Company under the SEC's rules requiring disclosure of certain relationships and related-party transactions. None of the Company's executive officers served as a director or a member of a compensation committee (or other committee serving an equivalent function) of any other entity, one of whose executive officers served as a director or member of the Company's Compensation Committee during the fiscal year ended January 29, 2011.

Summary Compensation Table

The following table presents information regarding compensation of our Named Executive Officers for services rendered with respect to the covered fiscal years. The Company's fiscal year ends on the Saturday nearest January 31 of each year. As a result, fiscal 2009 ended on January 31, 2009, fiscal 2010 ended on January 30, 2010 and fiscal 2011 ended on January 29, 2011.

Name and Principal Position	Fiscal Period	Salary ($)	Bonus ($)	Stock Awards ($)(1)	Option Awards ($)(1)	Non-Equity Incentive Plan Compensation ($)(2)	Change in Pension Value and Non-Qualified Deferred Compensation Earnings ($)(3)	All Other Compensation ($)(4)	Total ($)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
Maurice Marciano	2011	1,000,000		2,343,777	1,047,582	1,900,000	4,119,297	394,073	10,804,729
Chairman of the									
Board	2010	49,450(5)			1,598,400	2,250,000	1,349,866	384,144	5,631,860
	2009	1,000,000		2,431,110	1,140,420		4,186,708	325,549	9,083,787
Paul Marciano	2011	1,000,000		1,461,865	523,019	4,754,098	7,583,763	105,964	15,428,709
Chief Executive									
Officer and	2010	1,000,000			1,420,800	4,837,155	2,462,407	79,258	9,799,620
Vice Chairman	2009	1,000,000		846,510	569,380	1,821,237	5,903,946	92,644	10,233,717
J. Michael Prince(6)	2011	96,300	40,000	413,000	327,693			8,323	885,316
Chief Operating									
Officer	2010								
	2009								
Michael Relich	2011	451,731		227,668	74,056	180,000		22,951	956,406
Executive Vice									
President and	2010	394,500			660,618(7)	234,000		23,656	1,312,774
Chief Information									
Officer	2009	386,154	80,000	225,180	425,578(7)			21,513	1,138,424
Dennis Secor	2011	420,000		203,703	66,342	210,000		29,890	929,935
Senior Vice									
President and	2010	350,000			610,800(7)	190,000		23,431	1,174,231
Chief Financial									
Officer	2009	352,492	70,000	333,600	412,800(7)			25,127	1,194,019
Carlos Alberini(8)	2011	366,154		1,006,530	339,423			62,143	1,774,250
Former President									
and	2010	800,000			799,200	900,000	470,670	36,086	3,005,956
Chief Operating									
Officer	2009	800,000		1,105,050	415,000		600,950	55,837	2,976,837

(1) In accordance with the SEC's disclosure rules, the amounts reported in Columns (e) and (f) above reflect the aggregate grant date fair value of stock awards and option awards, respectively, computed in accordance with FASB ASC Topic 718 and granted during each fiscal year (disregarding any estimate of forfeitures related to service-based vesting conditions). For a discussion of the assumptions and methodologies used to calculate the amounts reported in Columns (e) and (f), please see (i) the discussion of equity incentive awards granted during fiscal 2011 contained in Note 17 (Share-Based Compensation) to the Company's Consolidated Financial Statements, included as part of the Company's Fiscal 2011 Annual Report on Form 10-K and (ii) the similar Share-Based Compensation notes contained in the Company's Consolidated Financial Statements, included as part of the Company's Annual Reports on Form 10-K for prior fiscal years as to the equity awards granted during those years. In all cases, the grant-date fair value of awards assumes that the highest level of performance conditions will be achieved. Under general accounting principles, compensation expense with respect to stock awards and option awards granted to our employees and directors is generally recognized over the vesting periods applicable to the awards.

(2) The amounts reported in Column (g) above reflect the aggregate dollar amounts paid to Named Executive Officers as cash incentive awards with respect to performance for the covered fiscal years under the terms of the Bonus Plan and 2004 Equity Incentive Plan. The cash incentive awards reported in Column (g) for each fiscal year were generally paid in the first quarter of the following fiscal year. For example, the cash payouts for fiscal

2011 were made in the first quarter of fiscal 2012. The amount for fiscal 2011 for Paul Marciano consists of $2,500,000 under the Company's annual Bonus Plan and $2,254,098 with respect to a special licensing-based cash incentive opportunity under the Company's 2004 Equity Incentive Plan.

(3) Amounts reported in Column (h) represent the period to period changes in the actuarial present value of the Named Executive Officer's accrued aggregate pension benefit with respect to the Company's Supplemental Executive Retirement Plan, or SERP. The amounts reported for fiscal 2011 for Maurice Marciano and Paul Marciano are largely attributable to the changes in the value of each executive's SERP benefits because of the formulaic calculation pursuant to which SERP benefits are determined. The formula for calculating each executive's SERP benefits did not change in fiscal 2011. However, the SERP benefits accrued by each executive during the year and included in Column (h) were affected by (i) the impact of higher performance-based cash bonuses paid during fiscal 2011 (with respect to fiscal 2010 performance) than during fiscal 2008, resulting in higher average compensation levels during the most recent three-year measurement period, and (ii) a reduction in the discount rate used for actuarial calculations in fiscal 2011. Without the changes to the actuarial calculations and the higher cash bonuses paid during fiscal 2011, the reported year-over-year increases in SERP benefit value would have been significantly lower for fiscal 2011. There were no changes or amendments to the SERP during fiscal 2011, and Mr. Maurice Marciano and Mr. Paul Marciano were both fully vested in their

SERP benefits and had also attained the maximum years of service for SERP purposes prior to fiscal 2011. The actuarial present value of accrued benefits is based on the RP 2000 Mortality Table and a discount rate of 7.0%, 6.0% and 5.5% for fiscal 2009, 2010 and 2011, respectively. No change in pension value was reported for Carlos Alberini (pursuant to SEC rules), whose calculated pension benefit actually decreased by $241,831, primarily as a result of his voluntary resignation, which impacted his final vesting percentage. Participants (other than Mr. Alberini) are assumed to retire at age 65, the plan's earliest termination date with unreduced benefits. The assumptions used are the same as those used for financial reporting purposes and contained in Note 10 (Supplemental Executive Retirement Plan) to the Company's Consolidated Financial Statements, included as part of the Company's Fiscal 2011 Annual Report on Form 10-K. See the "Pension Benefits Table Fiscal 2011" below. No amounts are included in Column (h) for earnings on deferred compensation under the Company's Non-Qualified Deferred Compensation Plan because the Named Executive Officers do not receive above-market or preferential earnings on compensation that is deferred under this plan. The earnings (losses) that the Named Executive Officers received during fiscal 2011 on compensation deferred under the Non-Qualified Deferred Compensation Plan are reported in the "Non-Qualified Deferred Compensation Plan Table Fiscal 2011" below.

(4)

Amounts shown in Column (i) for fiscal 2011 consist of, for (i) Maurice Marciano, home security ($300,358), health insurance related expenses ($53,886), automobile expenses, including fuel, maintenance and insurance, personal air travel and matching contributions to the Company's 401(k) Plan, (ii) Paul Marciano, automobile expenses, including fuel, maintenance and insurance ($39,882), personal air travel, health insurance related expenses, life insurance ($15,400) and matching contributions to the Company's 401(k) Plan, (iii) J. Michael Prince, relocation expenses (including $2,778 for related taxes), automobile expenses and health insurance related expenses, (iv) Michael Relich, health insurance related expenses and matching contributions to the Company's 401(k) Plan, (v) Dennis Secor, health insurance related expenses, automobile expenses and matching contributions to the Company's 401(k) Plan, and (vi) Carlos Alberini, director fees ($29,269), health insurance related expenses, matching contributions to the Company's 401(k) Plan and automobile expenses, including insurance. Incremental cost for each item included in Column (i) other than personal air travel and a portion of automobile related expenses was calculated using the actual cost to the Company. Incremental cost to the Company for personal air travel was calculated based on the variable operating costs to the Company for using aircraft leased or chartered by the Company. Fixed aircraft costs which do not change based on personal usage were excluded. Incremental cost to the Company for the use of Company-owned automobiles was calculated based on an Internal Revenue Service formula for valuing the use of Company-owned vehicles.

(5)

Maurice Marciano voluntarily waived his entire $1,000,000 base salary for fiscal 2010. The reported amount represents base salary paid in order to cover tax withholding amounts due on Mr. Maurice Marciano's non-cash benefits during fiscal 2010.

(6)

J. Michael Prince joined the Company as Chief Operating Officer on November 15, 2010. The amounts reported in Columns (e) and (f) above reflect the aggregate grant date fair value of stock awards and option awards, respectively, granted in connection with his appointment.

(7)

The fiscal 2009 option award values for Michael Relich and Dennis Secor include $349,218 and $313,200, respectively, with respect to a special one-time performance-based stock option award granted on October 30, 2008. The fiscal 2010 option award values for Mr. Relich and Mr. Secor include the incremental fair value of $483,018 and $433,200, respectively, with respect to these same awards as a result of a revision to the performance goal applicable to the awards approved by the Compensation Committee during fiscal 2010.

(8)

Carlos Alberini resigned from his positions as President and Chief Operating Officer of the Company effective June 1, 2010, but he continues to serve as a non-employee member of the Board. Column (i) above includes $29,269 in cash director fees received by Mr. Alberini for his services as a director following his June 1, 2010 resignation as an officer of the Company.

Compensation of Named Executive Officers

The "Summary Compensation Table" above quantifies the value of the different forms of compensation earned by or awarded to our Named Executive Officers in fiscal 2011, fiscal 2010 and fiscal 2009. The primary elements of each Named Executive Officer's total compensation reported in the table are base salary, long-term equity incentives consisting of restricted stock and stock options, cash incentive compensation and, for certain officers, the change in pension value relating to the Company's SERP. Named Executive Officers also earned or were paid the other benefits listed in Column (i) of the "Summary Compensation Table," as further described in footnote (4) to the table.

The "Summary Compensation Table" should be read in conjunction with the tables and narrative descriptions that follow. A description of the material terms of each Named Executive Officer's employment agreement or employment offer letter is provided immediately following this paragraph. The "Grants of Plan-Based Awards in Fiscal 2011" table, and the description of the material terms of the stock options and restricted stock that follows it, provides information regarding the long-term equity incentives awarded to Named Executive Officers in fiscal 2011. The "Outstanding Equity Awards at Fiscal 2011 Year-End" and "Option Exercises and Stock Vested in Fiscal 2011" tables provide further information on the Named Executive Officers' potential realizable value and actual realized value with respect to their equity awards. The "Pension Benefits Table Fiscal 2011" and related description of the material terms of our SERP describe each Named Executive Officer's retirement benefits under our SERP to provide context to the amounts listed in the "Summary Compensation Table." The discussion under " Potential Payments Upon a Termination or Change in Control" below is intended to further explain the potential future payments that are, or may become, payable to our Named Executive Officers under certain circumstances.

Description of Employment Agreements

The following is a description of the terms of the employment agreements and employment offer letters with our Named Executive Officers.

Maurice Marciano and Paul Marciano

The Company has entered into employment agreements with each of Maurice Marciano and Paul Marciano (the "Marcianos"). The terms of the Marciano Employment Agreements were negotiated by the Compensation Committee with each of the Marcianos prior to the January 1, 2007 effective date of the agreements. The Marciano Employment Agreements replaced the existing employment agreements with the Marcianos that were originally entered into as of August 13, 1996 in connection with the Company's initial public offering.

Subject to certain termination provisions, the Marciano Employment Agreements provide for initial terms of employment extending until the last day of the Company's 2012 fiscal year, provided that the term will be automatically extended for successive additional one fiscal year periods unless either the executive or the Company gives written notice of its intent not to extend the term at least 90 days prior to the expiration of the then-current term.

Mr. Maurice Marciano's Employment Agreement provides for the following compensation and benefits:

- base salary at the annual rate of $1,000,000 (subject to annual review);
- an annual incentive bonus opportunity based on a bonus range, and on the achievement of performance criteria, to be established by the Compensation Committee, provided that the target bonus will equal at least 140% of base salary, the threshold bonus will equal one-half of the target bonus and the maximum bonus will not exceed 225% of base salary;
- an annual grant of restricted shares of Common Stock ("performance shares") with a target value of 110% of base salary and a maximum value of 240% of base salary, such grants to be based on the achievement of annual performance criteria to be established by the Compensation Committee and subject to the Company's then standard vesting schedule applicable to performance shares;
- an annual grant of stock options ("performance options") with a grant date Black Scholes value of 110% of base salary, such grants to be based on the achievement of annual performance criteria to be established by the Compensation Committee and subject to the Company's standard vesting schedule applicable to performance options;
- lifetime retiree medical, dental and vision coverage for the executive and his eligible family members following a termination of employment (except in the event of a termination for "cause" (as defined therein), in which case such benefits are not payable); and
- participation in the Company's other benefit plans and policies on terms consistent with those generally applicable to the Company's other senior executives (including, without limitation, continued participation in the SERP, vacation benefits, automobile allowance and other perquisites).

Mr. Paul Marciano's Employment Agreement provides for the same compensation and benefits described above for Mr. Maurice Marciano, except that (i) his annual incentive bonus opportunity will have a target value equal to at least 200% of base salary, a threshold value equal to one-half of the target bonus and a maximum value not to exceed 300% of base salary; (ii) his annual grant of performance shares will have a target value of 55% of base salary and a maximum value of 82.5% of base salary (which was increased in fiscal 2009 to a target value of 100% of base salary and a maximum value of 150% of base salary in order to better align his performance share opportunity with his position and responsibilities); and (iii) his annual grant of performance options will have a grant date Black Scholes value of 55% of base salary. In addition to these benefits, Mr. Paul Marciano's Agreement provides for the continuation of the Multi-Year Licensing Opportunity.

Mr. Paul Marciano also received an employment inducement award of 1,000,000 shares of restricted stock. Such shares are eligible to become vested at a rate of 20% per year over the five 12-month fiscal years commencing on or after the January 1, 2007 grant date based on the achievement of pre-determined targeted annual earnings per share growth during the performance period or, in the event that the targeted annual earnings per share growth is not achieved for any such fiscal year, if the cumulative compound average earnings per share growth exceeds a targeted level of cumulative compound earnings per share growth for any such 12-month fiscal year during the performance period. For each of the first three fiscal years, the annual target for growth in earnings per share was set at 15% as compared to the immediately preceding fiscal year and the cumulative target was set at a 15% rate of cumulative compound average earnings per share growth. The annual and cumulative targets for the fourth fiscal year were set during the first quarter of fiscal 2011 at 12.9% and 15%, respectively, and the annual and cumulative targets for the fifth fiscal year were set during the first quarter of fiscal 2012 at 10.8% and 15%, respectively. In addition, the Company purchased, and pays the premiums for, life insurance coverage on Mr. Paul Marciano's life with the executive (or a trust established by the executive) as the owner of the policy and with the right to designate the beneficiary.

The Compensation Committee may, in its sole discretion, award additional bonuses to the Marcianos. The Marciano Employment Agreements also provide for severance payments and benefits upon a termination of employment. See " Potential Payments upon Termination or Change in Control Maurice Marciano and Paul Marciano" below for a description of the material terms of these benefits.

J. Michael Prince

In connection with his appointment as Chief Operating Officer of the Company, J. Michael Prince and the Company executed an employment offer letter dated October 4, 2010 (the "Prince Letter"). The Prince Letter provides for an initial base salary of $450,000 per year, an annual target cash bonus opportunity equal to 40% of his base salary and an annual target equity award opportunity (made up of a combination of stock options and restricted stock awards) equal to 60% of his base salary, each determined in accordance with the Company's executive incentive program. Mr. Prince is also eligible to participate in the Company's 401(k) plan and DCP and will be entitled to receive other benefits normally provided to senior executives, including participation in health, disability and life insurance programs maintained by the Company. In addition, the Prince Letter provides for a car allowance of $800 per month and certain relocation expenses incurred as a result of his relocation to the Los Angeles area.

Michael Relich

In connection with his appointment as Senior Vice President (currently Executive Vice President) and Chief Information Officer of the Company, Michael Relich and the Company executed an employment offer letter dated February 20, 2004 (the "Relich Letter"). The Relich Letter provides for an initial base salary of $325,000 per year and annual bonuses to be determined in accordance with the

Company's executive incentive programs. The Relich Letter also provides for certain severance payments and benefits upon a termination of employment. See " Potential Payments upon Termination or Change in Control Other Named Executive Officers" below for a description of the material terms of these benefits.

Dennis Secor

In connection with his appointment as Senior Vice President and Chief Financial Officer of the Company, Dennis Secor and the Company executed an employment offer letter on June 9, 2006 (the "Secor Letter"). The Secor Letter provides for an initial base salary of $325,000 per year, an annual target cash bonus equal to 40% of his base salary and an annual target equity award equal to 60% of his base salary, each determined in accordance with the Company's executive incentive programs. Mr. Secor will also be eligible to participate in the Company's 401(k) plan and DCP and will be entitled to receive other benefits normally provided to senior executives, including participation in health, disability and life insurance programs maintained by the Company. In addition, the Secor Letter provides for a car allowance of $800 per month and certain specified relocation expenses incurred as a result of his relocation to the Los Angeles area. The Secor Letter also provides for certain severance payments and benefits upon a termination of employment. See " Potential Payments upon Termination or Change in Control Other Named Executive Officers" below for a description of the material terms of these benefits.

Carlos Alberini

The Company entered into an employment agreement effective August 6, 2007 with Carlos Alberini, the Company's former President and Chief Operating Officer. Subject to certain termination provisions, the Alberini Employment Agreement provided for an initial term of employment extending until the last day of the Company's 2012 fiscal year, provided that the term would automatically be extended for successive additional one fiscal year periods unless either the executive or the Company gave written notice of its intent not to extend the term at least 90 days prior to the expiration of the then-current term.

The Alberini Employment Agreement provided for the following compensation and benefits:

- annual base salary of $800,000 (subject to annual review);

- an annual incentive bonus opportunity based on a bonus range, and on the achievement of performance criteria, to be established by the Compensation Committee, provided that the target bonus would equal at least 80% of base salary, the threshold bonus would equal one-half of the target bonus and the maximum bonus would not exceed 120% of base salary;

- an annual grant of restricted shares of Common Stock ("performance shares") with a target value of 90% of base salary and a maximum value of 135% of base salary, such grants to be based on the achievement of annual performance criteria to be established by the Compensation Committee and subject to the Company's then standard vesting schedule applicable to performance shares;

- an annual grant of stock options ("performance options") with a grant date Black Scholes value of 50% of base salary, such grants to be based on the achievement of annual performance criteria to be established by the Compensation Committee and subject to the Company's standard vesting schedule applicable to performance options;

- participation in the Company's benefit plans and policies on terms consistent with those generally applicable to the Company's other senior executives (including, without limitation, continued participation in the SERP, vacation benefits, automobile allowance and other perquisites); and an employment inducement award of 150,000 shares of restricted Company stock with performance-based vesting over a four and one-half year term.

The grant of 150,000 shares of restricted Company stock was eligible to become vested at a rate of 20% over each of five periods consisting of the second half of fiscal 2008 and the following four whole fiscal years, based on the achievement of pre-determined targeted earnings per share growth during the performance period or, in the event that the targeted earnings per share growth was not achieved for any such fiscal period, if the cumulative compounded average earnings per share growth exceeded a targeted level of cumulative compounded earnings per share growth for any such fiscal year during the performance period. For each of the first three fiscal periods, the annual target growth in earnings per share was set at 15% as compared to the immediately preceding corresponding fiscal period and the cumulative target was set at a 15% rate of cumulative compounded average earnings per share growth. The annual and cumulative targets for the fourth fiscal period were set during the first quarter of fiscal 2011 at 12.9% and 15%, respectively. The annual and cumulative targets for the fifth fiscal period were to be set at a rate of earnings per share growth determined by the Compensation Committee no later than the end of the first quarter of such fiscal period.

The Alberini Employment Agreement also provided for certain severance payments and benefits upon a termination of employment. See " Potential Payments upon Termination or Change in Control Other Named Executive Officers" below for a description of the material terms of these benefits.

Grants of Plan-Based Awards in Fiscal 2011

The following table presents information regarding the equity and non-equity incentive awards granted to the Named Executive Officers during fiscal 2011 under the Company's 2004 Equity Incentive Plan and Bonus Plan. The material terms of each grant are described below under " Description of Plan-Based Awards."

		Estimated Future Payouts Under Non-Equity Incentive Plan Awards(1)						
Name	**Grant Date**	**Threshold ($)**	**Target ($)**	**Maximum ($)**	**All Stock Awards: Number of Shares of Stock or Units (#)(2)**	**All Option Awards: Number of Securities Underlying Options (#)(2)**	**Exercise or Base Price of Option Awards ($/Sh)**	**Grant Date Fair Value of Stock and Option Awards ($)**
(a)	**(b)**	**(c)**	**(d)**	**(e)**	**(f)**	**(g)**	**(h)**	**(i)**
Maurice Marciano	4/29/10	700,000	1,400,000	2,250,000	48,900	67,900	47.94	3,391,359
Paul Marciano	4/29/10	1,000,000	2,000,000	3,000,000	30,500	33,900	47.94	1,984,884
	4/29/10		1,837,155(3)	5,000,000(3)				
J. Michael Prince(4)	11/15/10				10,000	25,000	41.31	740,693
Michael Relich	4/29/10	90,000	180,000	270,000	4,750	4,800	47.94	301,723
Dennis Secor	4/29/10	84,000	168,000	252,000	4,250	4,300	47.94	270,044
Carlos Alberini	4/29/10	320,000	640,000	960,000	21,000	22,000	47.94	1,345,953

(1) Amounts with respect to April 29, 2010 reflect cash incentive award opportunities for the fiscal 2011 performance period. Except as indicated by Footnote (3), the maximum amounts represent the highest cash payout available to participants based on a specific formula tied to the Company's fiscal 2011 earnings from operations. After the fiscal year was complete, the results were certified and maximum potential award levels were calculated. The Compensation Committee then determined the actual award amounts at a level below the maximum potential award based on a discretionary quantitative and qualitative assessment of individual and Company performance. The threshold and target amounts set forth in the table are guidelines only and not determined based on the achievement of any specific criteria. For more details, see " Current Executive Compensation Program Elements Annual Cash Incentive Awards" above. The actual cash amounts paid during fiscal 2012 with respect to fiscal 2011 are reported in Columns (d) and (g) of the "Summary Compensation Table."

(2)

The Compensation Committee's practice has been to grant annual equity awards based on performance in the preceding fiscal year. In the first quarter of fiscal 2011, the Compensation Committee reviewed the Company's performance with respect to pre-established performance goals for fiscal 2010, certified the results and calculated the maximum eligible award levels. The Compensation Committee then determined the actual award amounts at a level at or below the maximum eligible awards based on a discretionary quantitative and qualitative assessment of individual and Company performance. The resulting awards, granted on April 29, 2010, are reported in Columns (f) and (g) above. Since these equity awards related to performance in fiscal 2010, the basis for these awards was included in the "Compensation Discussion and Analysis" section of our proxy statement filed with the SEC on May 25, 2010 with respect to our 2010 annual meeting of shareholders.

For fiscal 2011, the Compensation Committee established maximum individual equity award opportunities in the form of stock options and restricted stock for Named Executive Officers pursuant to a specific formula tied to the Company's fiscal 2011 earnings from operations. After the fiscal year was complete, the Compensation Committee certified the Company's fiscal 2011 earnings from operations results of $404.6 million, which resulted in a maximum payout opportunity for each Named Executive Officer as described in " Current Executive Compensation Program Elements Long-Term Equity Incentive Awards" above. The Compensation Committee then determined the actual equity award amounts at a level at or below the maximum potential equity award based on a discretionary quantitative and qualitative assessment of individual and Company performance.

The total number of stock options and restricted shares, and corresponding value on the date of grant, approved by the Compensation Committee and granted on April 15, 2011 with respect to fiscal 2011 performance were as follows: (i) Maurice Marciano, 60,800 restricted shares and options to purchase 88,700 shares, with an aggregate grant-date value of $3,445,526, (ii) Paul Marciano, 38,000 restricted shares and options to purchase 44,300 shares, with an aggregate grant-date value of $2,017,717, (iii) J. Michael Prince, options to purchase 10,000 shares, with an aggregate grant-date value of $121,873, (iv) Michael Relich, 4,300 restricted shares and options to purchase 7,200 shares, with an aggregate grant-date value of $254,976, and (v) Dennis Secor, 6,300 restricted shares and options to purchase 6,700 shares, with an aggregate grant-date value of $326,662. None of the awards granted under the annual equity plan were paid in excess of the calculated maximum award opportunities.

(3)

On April 29, 2010, the Compensation Committee approved a separate cash incentive opportunity for Paul Marciano under the 2004 Equity Incentive Plan based on a percentage of the Company's fiscal 2011 licensing segment operating income, excluding certain specified amounts. The target incentive amount reported above is an estimate based on the Company's licensing segment operating income in fiscal 2010 and the maximum incentive amount reported above assumes the receipt by Mr. Paul Marciano of the maximum performance-based cash awards that may be awarded to any recipient with respect to any given year under the 2004 Equity Incentive Plan. The actual cash amount paid during fiscal 2012 with respect to fiscal 2011 was $2,254,098.

(4)

On November 15, 2010, in connection with his appointment as Chief Operating Officer of the Company, J. Michael Prince received an initial equity award of 10,000 shares of restricted stock of the Company and options to purchase 25,000 shares of Common Stock of the Company. Both the restricted stock and the options are scheduled to vest in four equal installments on each of the first four anniversaries of the date of grant.

Description of Plan-Based Awards

During fiscal 2011, each eligible Named Executive Officer was awarded time-based stock option and restricted stock awards and a cash incentive award (in each case under a performance-based program based on fiscal 2010 results). Each of these awards was granted under, and is subject to the terms of, the 2004 Equity Incentive Plan or the Bonus Plan. The plans are administered by the Compensation Committee.

Stock Options

Each stock option reported in Column (g) of the table above was granted with a per-share exercise price equal to the closing price of a share of the Company's Common Stock on the NYSE on the grant date.

The stock options granted to our Named Executive Officers on April 29, 2010 are scheduled to vest in four equal installments, with 25% of the options vesting on December 31 of 2010, 2011, 2012 and 2013. Each of the stock option awards listed in the table above has a term of ten (10) years. Outstanding options, however, may terminate earlier in connection with a termination of the Named Executive Officer's employment. Subject to any accelerated vesting that may apply in the circumstances, the unvested portion of the stock option will immediately terminate upon a termination of the Named Executive Officer's employment. The Named Executive Officer will generally have sixty (60) days to exercise the vested portion of the stock option following a termination of employment. This period is extended to twelve (12) months if the termination is on account of the Named Executive Officer's death, permanent disability or retirement. Each stock option award is evidenced by an award agreement that sets forth the specific terms and conditions of the award, not inconsistent with the terms of the 2004 Equity Incentive Plan.

Restricted Stock

The restricted stock awards granted on April 29, 2010 and reported in Column (f) of the table above are scheduled to vest in four equal installments, with 25% of the shares vesting on December 31 of 2010, 2011, 2012 and 2013.

Generally, Named Executive Officers are entitled to voting and dividend rights with respect to restricted stock awards. Any stock dividends issued with respect to restricted shares are generally subject to the same vesting and other terms and conditions as the original restricted shares to which they relate. If a Named Executive Officer's employment terminates for any reason, any unvested restricted shares as of the termination date will generally be forfeited. Each restricted stock award is evidenced by an award agreement that sets forth the specific terms and conditions of the restricted stock award, not inconsistent with the terms of the 2004 Equity Incentive Plan.

Non-Equity Incentive Plan Awards

With respect to fiscal 2011 performance, the Company granted non-equity incentive plan awards to its eligible Named Executive Officers. In the first quarter of fiscal 2012, the Compensation Committee reviewed the Company's performance with respect to the pre-established performance goals, certified the level of performance and the resulting maximum award opportunities and determined the actual final cash amounts as described above under " Current Executive Compensation Program Elements Annual Cash Incentive Awards" and " Special Cash Incentive Awards for Paul Marciano" and as set forth in Columns (d) and (g) of the "Summary Compensation Table."

Outstanding Equity Awards at Fiscal 2011 Year-End

The following table presents information regarding the outstanding equity awards held by each Named Executive Officer as of January 29, 2011, including the vesting dates for the awards that had not fully vested as of that date.

		Option Awards(1)				Stock Awards(2)			
Name	Grant Date	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ($)(3)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Pay Out Value of Unearned Shares, Units or Other Rights That Have Not Vested ($)(3)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
Maurice Marciano	3/6/06	35,850		18.10	3/6/16				
	3/19/07(4)	30,000	10,000	41.12	3/19/17	10,000	420,900		
	4/3/08(5)	51,525	17,175	41.71	4/3/18	14,575	613,462		
	4/14/09(6)	90,000	90,000	22.03	4/14/19				
	4/29/10(7)	16,975	50,925	47.94	4/29/20	36,675	1,543,651		
Paul Marciano	1/1/07(8)							400,000	16,836,000
	3/19/07(4)	18,000	6,000	41.12	3/19/17	6,000	252,540		
	4/3/08(5)	25,725	8,575	41.71	4/3/18	5,075	213,607		
	4/14/09(6)	80,000	80,000	22.03	4/14/19				
	4/29/10(7)	8,475	25,425	47.94	4/29/20	22,875	962,809		
J. Michael Prince	11/15/10(9)		25,000	41.31	11/15/20	10,000	420,900		
Michael Relich	3/19/07(4)		775	41.12	3/19/17	1,300	54,717		
	9/28/07(10)					5,000	210,450		
	4/3/08(5)	1,150	1,150	41.71	4/3/18	1,350	56,822		
	10/30/08(11)	11,150	22,300	21.62	10/30/18				
	4/14/09(6)	5,000	10,000	22.03	4/14/19				
	4/29/10(7)	1,200	3,600	47.94	4/29/20	3,562	149,925		
Dennis Secor	3/19/07(4)		350	41.12	3/19/17	600	25,254		
	4/3/08(5)	1,500	1,500	41.71	4/3/18	2,000	84,180		
	10/30/08(11)		20,000	21.62	10/30/18				
	4/14/09(6)	5,000	10,000	22.03	4/14/19				
	4/29/10(7)	1,075	3,225	47.94	4/29/20	3,187	134,141		
Carlos Alberini									

(1) All awards reported in the table above were granted under, and are subject to, the Company's 2004 Equity Incentive Plan. The option expiration date shown in Column (f) above is the normal expiration date, and the latest date that the options may be exercised. The options may terminate earlier in certain circumstances described below. For each Named Executive Officer, the unexercisable options shown in Column (d) above were unvested as of January 29, 2011 and will generally terminate if the Named Executive Officer's employment terminates prior to scheduled vesting.

The exercisable options shown in Column (c) above, and any unexercisable options shown in Column (d) above that subsequently become exercisable, will generally expire earlier than the normal expiration date if the Named Executive Officer's employment terminates. Unless exercised, exercisable stock options will generally terminate within 60 days after the date of termination of employment. However, if a Named Executive Officer retires (upon reaching age 55), dies or becomes totally disabled while employed with the Company, exercisable stock options will generally remain exercisable for one year following such event. The options may become fully vested if there is a change in control of the Company, as described in more detail above under " Current Executive Compensation Program Elements Severance and Other Benefits Upon Termination of Employment."

(2) Except as otherwise indicated therein or as described in this footnote, unvested stock awards will generally be forfeited if a Named Executive Officer's employment terminates. The stock awards may be subject to accelerated vesting in connection with a change in control of the Company, as described in more detail above under " Current Executive Compensation Program Elements Severance and Other Benefits Upon Termination of Employment." In

addition, the January 1, 2007

award to Paul Marciano will become fully vested as a result of a termination by the Company without "cause" or by the executive for "good reason" or in the event of death or disability.

(3)
The market value of stock awards reported in Columns (h) and (j) is computed by multiplying the applicable number of shares of stock reported in Columns (g) and (i) by $42.09, the closing market price of the Company's Common Stock on January 28, 2011, the last trading day of fiscal 2011.

(4)
Awards vest in four equal installments on January 31, 2008, 2009, 2010 and 2011.

(5)
Awards vest in four equal installments on December 31, 2008, 2009, 2010 and 2011.

(6)
Awards vest in four equal installments on December 31, 2009, 2010, 2011 and 2012.

(7)
Awards vest in four equal installments on December 31, 2010, 2011, 2012 and 2013.

(8)
The award granted on January 1, 2007 to Paul Marciano was made as a special employment inducement award in connection with the execution of his employment agreement at that time. The award is subject to performance-based vesting at a rate of 20% per period over five periods through fiscal 2012, based on the achievement of targeted earnings per share growth during the performance period or, in the event that the targeted earnings per share growth is not achieved for any such fiscal period, if the cumulative compounded average earnings per share growth exceeds a targeted level of cumulative compounded earnings per share growth for any such fiscal year during the performance period.

(9)
The awards granted on November 15, 2010 to J. Michael Prince were made in connection with his appointment as Chief Operating Officer of the Company, and will vest in four equal installments on November 15, 2011, 2012, 2013 and 2014.

(10)
Awards vest in four equal installments on September 28, 2008, 2009, 2010 and 2011.

(11)
Under the terms of the awards, since the Company's North American operating margin (excluding advertising expenses and asset impairments) for fiscal 2010 exceeded the pre-established performance goal, 25% of the awards vested upon certification in the first quarter of fiscal 2011, with the remaining options scheduled to vest in annual 25% increments on October 30, 2010, 2011 and 2012.

Option Exercises and Stock Vested in Fiscal 2011

The following table presents information regarding (i) the exercise of stock options by Named Executive Officers during fiscal 2011 and (ii) the vesting during fiscal 2011 of stock awards previously granted to the Named Executive Officers.

	Option Awards		Stock Awards	
Name	**Number of Shares Acquired on Exercise (#)**	**Value Realized on Exercise ($)(1)**	**Number of Shares Acquired on Vesting (#)**	**Value Realized on Vesting ($)(1)**
(a)	**(b)**	**(c)**	**(d)**	**(e)**
Maurice Marciano			36,800	1,665,276
Paul Marciano	265,400	9,232,914	218,700	10,279,224
J. Michael Prince				
Michael Relich	27,475	676,822	8,838	372,971
Dennis Secor	39,050	838,943	11,163	407,792
Carlos Alberini	34,700	419,189	35,000	1,614,550

(1) The dollar amounts shown in Column (c) above for option awards are determined by multiplying (i) the number of shares of the Company's Common Stock to which the exercise of the option related, by (ii) the difference between the fair market value of the shares at the time of exercise and the exercise price of the options. The dollar amounts shown in Column (e) above for stock awards are determined by multiplying the number of shares that vested by the per-share closing price of the Company's Common Stock on the vesting date.

Non-Qualified Deferred Compensation Plan Table Fiscal 2011

The following table sets forth summary information regarding contributions to, earnings on, withdrawals from and account balances under the Company's Non-Qualified Deferred Compensation Plan, or DCP, for and as of the fiscal year ended January 29, 2011.

Name	**Executive Contributions In Last Fiscal Year ($)(1)**	**Company Contributions In Last Fiscal Year ($)(2)**	**Aggregate Earnings (Losses) In Last Fiscal Year ($)**	**Aggregate Withdrawals/ Distributions ($)**	**Aggregate Balance at Last Fiscal Year End ($)**
Maurice Marciano		3,398	63,307	(7,212)(3)	333,842
Paul Marciano	6,784		2,348	(7,795)(3)	14,845
J. Michael Prince					
Michael Relich	99,394	1,338	55,013		415,762
Dennis Secor	77,471	450	31,466		218,729
Carlos Alberini	274,615	1,146	375,313	(2,520,281)(4)	

(1) Reflects base salary and/or cash bonus amounts contributed to the DCP by the Named Executive Officers during fiscal 2011. Accordingly, these amounts are also included in Column (c) or (g), as applicable, of the "Summary Compensation Table" above.

(2) There were no discretionary Company contributions with respect to any of the Named Executive Officers during fiscal 2011. Amounts in this Column represent contributions made by the Company during fiscal 2011 under the terms of the DCP to "make up" for lost 401(k) match amounts that could not be made to each executive's 401(k) account due to applicable tax limits.

(3)

Under the DCP, a participant may elect, at the time he or she elects to defer compensation under the plan, to have the benefits resulting from that deferral paid out on a specified date in the future. These amounts reflect such scheduled distributions. That is, these amounts represent distributions of benefits that the participant elected, at the time of his original deferral for a year prior to fiscal 2011, be paid out on a date that occurred during fiscal 2011.

(4)

This amount represents a distribution of Carlos Alberini's entire DCP account balance, as required under the terms of the DCP, following a six month period after his resignation, which was effective as of June 1, 2010.

Under the DCP, select employees who satisfy certain eligibility requirements, including each of the Named Executive Officers, and members of the Board may make annual irrevocable elections to defer up to 75% of their base salary, 100% of their bonus, 100% of their cash compensation earned under any Company long-term incentive plan or 100% of their director fees to be earned during the following calendar year. In addition, the Company makes contributions to "make up" for Company match amounts under the Company's 401(k) plan that cannot be made to Named Executive Officers because of applicable tax limits.

Account balances are credited with income, gains and losses based on the performance of investment funds selected by the participant from a list of funds designated by the Company. Participants are at all times 100% vested in the amounts credited to their deferral accounts with respect to their deferrals. Amounts credited with respect to lost 401(k) match amounts are subject to the same vesting requirements provided in the Company's 401(k) plan and amounts credited with respect to discretionary Company contributions are subject to vesting requirements, if any, imposed on such amounts by the Company. Participants will be eligible to receive distributions of the amounts credited to their accounts at or after their termination of employment, retirement, disability, death, change in control of the Company or upon another previously determined scheduled distribution date, in a lump sum or installments pursuant to elections made under the rules of the DCP. For the Named Executive Officers, Section 409A of the Internal Revenue Code requires that distributions may not occur earlier than six months following the Named Executive Officer's termination of employment (excluding termination due to disability or death). The DCP is not required to be funded by the Company, and participants have an unsecured contractual commitment by the Company to pay the amounts due under the DCP. The Company has purchased corporate-owned life insurance to help offset this liability. The Company did not make any discretionary contributions under the DCP during fiscal 2011.

Pension Benefits Table Fiscal 2011

The following table presents information regarding the present value, computed as of January 29, 2011, of accumulated benefits that may become payable to the Named Executive Officers under the Company's Supplemental Executive Retirement Plan, or SERP, the Company's only defined benefit pension plan.

Name(1)	Plan Name	Number of Years Credited Services (#)	Present Value of Accumulated Benefit ($)(2)	Payments During Last Fiscal Year ($)
Maurice Marciano	SERP	24	18,668,971	
Paul Marciano	SERP	24	28,207,344	
Carlos Alberini	SERP	9	1,669,802	

(1)

No other Named Executive Officers were eligible to participate in the SERP during the covered periods.

(2)

The amounts in this Column represent the actuarial present value, computed as of January 29, 2011, of the Named Executive Officer's accrued aggregate pension benefit with respect to the SERP. The actuarial present value of accrued benefits is based on a discount rate of 5.5% and the

RP 2000 Mortality Table. Participants (other than Mr. Alberini, who resigned from his executive positions effective June 1, 2010) are assumed to retire at age 65, the plan's earliest termination date with unreduced benefits. The assumptions used are the same as those used for financial reporting purposes and contained in Note 10 (Supplemental Executive Retirement Plan) to the Company's Consolidated Financial Statements, included as part of the Company's Fiscal 2011 Annual Report on Form 10-K.

The Company maintains the SERP to provide certain executives with benefits upon retirement, termination of employment, death, disability or a change in control of the Company, in certain prescribed circumstances. The current participants in the SERP are Maurice Marciano and Paul Marciano. In addition to the current participants, Carlos Alberini participated in the SERP until his departure as President and Chief Operating Officer on June 1, 2010, and will be eligible to receive vested SERP Benefits in the future in accordance with the terms of the SERP.

Annual benefits available under the SERP, or SERP Benefits, are calculated by multiplying the participant's highest average compensation (including base salary and certain bonuses) during any two of the final three full calendar years of employment by a percentage equal to 2.5% for each year of service, subject to a maximum benefit of 60% of such average compensation for Maurice Marciano and Paul Marciano and 50% of such average compensation for all other participants, including Carlos Alberini. Bonus amounts earned by Mr. Paul Marciano under the Multi-Year Licensing Opportunity (as more fully described under " Special Cash Incentive Awards for Paul Marciano" above) will not count toward Mr. Paul Marciano's average compensation amount for purposes of calculating SERP Benefits. SERP Benefits are also subject to a vesting schedule. At January 29, 2011, Mr. Maurice Marciano and Mr. Paul Marciano were each credited with the maximum permitted twenty-four years of service (at which time, each of the executives had served approximately twenty-nine years) and were fully vested in their SERP Benefits and Mr. Alberini was credited with nine years of service (reflecting his actual years of service) and was 80% vested in his SERP Benefits. As a result of his resignation, effective June 1, 2010, Mr. Alberini will no longer continue to vest or accrue additional SERP Benefits.

SERP Benefits are generally payable over the lifetime of the participant, subject to the advance election by each participant to receive an actuarial equivalent in the form of a ten or fifteen year term-certain life annuity or a joint and 50% survivor annuity. The SERP Benefit amounts will be reduced by the amount of a participant's estimated Social Security benefits. If a participant retires on or after reaching the age of 65, his SERP Benefit will begin to be paid in the form selected by the participant. If a participant's employment is terminated prior to reaching the age of 65 (which is the case for Mr. Alberini), his SERP Benefit will cease to accrue and he will begin to be paid in the form selected by the participant, commencing following the attainment of age 65. Upon a participant's death or disability, the participant or his beneficiaries will generally be entitled to receive a lump sum actuarial equivalent of the applicable SERP Benefit. The SERP provides that if a participant experiences a termination of employment within twelve months following a change in control of the Company, the participant will be entitled to receive a lump sum actuarial equivalent of the applicable SERP Benefit as if such benefit had been completely vested following such termination. Additional information concerning potential payments under the SERP upon certain terminations or a change in control is presented in " Potential Payments Upon Termination or Change in Control" below.

Potential Payments Upon Termination or Change in Control

The following section describes the benefits that may become payable to each of our Named Executive Officers in connection with a termination of their employment and/or a change in control of the Company. As prescribed by SEC rules, in calculating the amounts of any potential payments to the Named Executive Officers described below, we have assumed that the termination and/or change in control occurred on the last business day of fiscal 2011 and that the price per share of our Common Stock was equal to the closing price on the NYSE on that date. The benefits described below do not include any amounts with respect to fully vested SERP, DCP or 401(k) benefits or fully vested unexercised stock options where no additional benefit is provided thereunder to the Named Executive Officer as a result of a termination or change in control. In addition to the change in control and termination benefits described below, outstanding equity-based awards held by our Named Executive Officers may also be subject to accelerated vesting in connection with certain changes in control of the Company under the terms of our equity incentive plans, as reflected in the tables below.

Maurice Marciano and Paul Marciano

The Marciano Employment Agreements with each of Maurice Marciano and Paul Marciano provide that if the executive's employment with the Company is terminated by the Company without cause (which includes a notice of non-renewal by the Company that would result in the expiration of the employment term prior to the executive's 65th birthday) or by the executive for good reason (which includes a termination of employment for any or no reason during the 30-day period commencing six months after a change in control), subject to the executive delivering a valid release of claims in favor of the Company, the executive will be entitled to receive separation benefits equal to (i) a lump sum payment equal to three times the sum of the executive's base salary and then target annual bonus ("Cash Severance"); (ii) any unpaid base salary and bonus earned with respect to any fiscal year ending on or preceding the date of termination, accrued vacation, reimbursement for any unreimbursed business expenses, and all other payments or benefits to which the executive may be entitled (collectively, the "Accrued Amounts"); (iii) a pro-rata portion of the executive's bonus for the performance year in which the termination occurs (pro-rata based on the number of days of employment during the year) based upon actual performance had employment continued through the end of the year; (iv) two years of additional service credit and age for benefit accrual, early retirement reduction and vesting purposes under the SERP; and (v) for Mr. Paul Marciano, an additional $3.5 million if the termination occurs before December 31, 2012 and the accelerated vesting of the unvested portion of his 1,000,000 share special employment inducement award. In such circumstances, in addition to the benefits described above, the Company, in its sole discretion, will have the option to enter into a two-year consulting agreement with the executive providing for annual compensation at a rate of 50% of the executive's base salary.

If the executive's employment with the Company terminates on account of the executive's death, total disability or voluntary retirement, the Marciano Employment Agreements provide that the executive will be entitled to (i) the Accrued Amounts; and (ii) a pro-rata portion of the executive's bonus (including a pro-rata Multi-Year Licensing Opportunity for Mr. Paul Marciano except in the case of retirement) for the performance year in which the termination occurs (pro-rata based on the number of days of employment during the year) based upon targeted performance had employment continued through the end of the year; and (iii) in the case of a voluntary retirement, the Company will enter into a two-year consulting agreement with the executive providing for annual compensation at a rate of 50% of the executive's base salary. In addition, in the event of death or disability, the unvested portion of the 1,000,000 share special employment inducement award for Mr. Paul Marciano will become fully vested.

Should an executive's benefits (whether under an employment agreement or any other plan or arrangement) be subject to the excise tax imposed under Sections 280G and 4999 of the Internal Revenue Code, the Marciano Employment Agreements, as in effect since January 1, 2007, provide that the Company will make an additional payment to the executive so that the net amount of such payment (after taxes) received by the executive is sufficient to pay the excise tax due (the "Tax Gross-Up").

The following table sets forth the estimated amounts Maurice Marciano and Paul Marciano would have become entitled to under the terms of the Marciano Employment Agreements had their employment with the Company terminated and/or a change in control of the Company occurred on the last business day of fiscal 2011.

Name	Triggering Event	Cash Severance ($)(1)	Cash Bonus ($)(2)	Post-Termination Consulting Arrangement ($)(3)	Value of Accelerated Restricted Stock and Unvested Options ($)(4)	Medical Benefit ($)(5)	Tax Gross-Up ($)	Total ($)
Maurice Marciano								
	Death		2,250,000					2,250,000
	Disability		2,250,000			1,158,549		3,408,549
	Retirement		2,250,000	1,000,000		1,158,549		4,408,549
	Term. Without Cause or Resign for Good Reason	7,200,000	2,250,000			1,158,549		10,608,549
	Change of Control				6,799,640			6,799,640
	Change of Control and Termination	7,200,000	2,250,000		6,799,640	1,158,549		17,408,189
Paul Marciano								
	Death		8,754,098		16,836,000			25,590,098
	Disability		8,754,098		16,836,000	478,608		26,068,706
	Retirement		5,254,098	1,000,000		478,608		6,732,706
	Term. Without Cause or Resign for Good Reason	9,000,000	8,754,098		16,836,000	478,608		35,068,706
	Change of Control		2,254,098		21,378,835			23,632,933
	Change of Control and Termination	9,000,000	8,754,098		21,378,835	478,608	11,603,674	51,215,215

(1) Represents an amount equal to equal to three times the sum of the executive's base salary and target annual bonus.

(2) Represents (i) for Maurice Marciano: the maximum annual cash incentive award eligible to be earned during fiscal 2011 and (ii) for Paul Marciano: the maximum annual cash incentive award eligible to be earned during fiscal 2011 (except in the case of a change of control without termination); the licensing-based cash incentive award earned during fiscal 2011 and paid in fiscal 2012; in the case of death or disability, the Multi-Year Licensing Opportunity with respect to calendar 2008; and, in the case of termination without cause, resignation with good reason and termination upon a change in control, an additional amount equal to $3,500,000 pursuant to the terms of his Employment Agreement.

(3) Commencing upon retirement, the Company will enter into a two-year consulting agreement under which the executive will render certain consulting services for which the Company will pay an annual consulting fee equal to 50% of his annual base salary, as in effect immediately prior to the commencement of the consulting period. In addition, the Company will have the option, at its complete discretion, to enter into such a consulting agreement with the executive in the event of a termination without cause or a resignation for good reason.

(4) Represents the aggregate value of the acceleration of vesting of the executive's unvested stock options and restricted stock based on the closing price of the Company's Common Stock on the NYSE on the last business day of fiscal 2011. For Paul Marciano, amounts include $16,836,000 with respect to the accelerated vesting of the unvested 400,000 share portion of the 1,000,000 share special employment inducement award in the event of death, disability, termination without cause, resignation for good reason and a change in control (with and without termination).

(5) The medical benefit amount is also payable upon a resignation without good reason.

Other Named Executive Officers

As discussed above under " Description of Employment Agreements," the employment agreements and employment offer letters with each of Michael Relich, Dennis Secor and Carlos Alberini provide for specified benefits and payments in connection with certain terminations of employment from the Company, as described below.

Michael Relich

Pursuant to the terms of the Company's employment offer letter with Michael Relich, if the Company terminates Mr. Relich's employment for reasons other than for cause, Mr. Relich is entitled to receive a severance benefit of four monthly installments equal to this then monthly rate of base salary. The severance payments that would be due to Mr. Relich are subject to an offset equal to any amounts that he earns from other employment during the period ending four months after his termination.

Dennis Secor

Pursuant to the terms of the Company's employment offer letter with Dennis Secor, if the Company terminates Mr. Secor's employment for reasons other than for cause, Mr. Secor is entitled to a severance benefit of six monthly installments equal to his then monthly rate of base salary. The severance payments that would be due to Mr. Secor are subject to an offset equal to any amounts that he earns from other employment during the period ending six months after his termination.

Carlos Alberini

As previously discussed, Carlos Alberini voluntarily resigned as President and Chief Operating Officer of the Company, effective June 1, 2010. Upon his termination, Mr. Alberini did not receive any severance benefits other than standard earned and unpaid base salary, accrued vacation and reimbursement for unreimbursed business expenses. He also received his fully vested benefits pursuant to the standard terms of the SERP, DCP and 401(k), as described herein. All equity awards that were unvested as of his termination date were forfeited.

The Alberini Employment Agreement, in place at the time of Mr. Alberini's departure, provided that if the executive's employment with the Company was terminated by the Company without cause or by the executive for good reason (which included a termination of employment for any or no reason during the 30-day period commencing six months after a change in control), subject to the executive delivering a valid release of claims in favor of the Company, the executive would be entitled to receive separation benefits equal to (i) a lump sum payment equal to the sum of the executive's base salary and then target annual bonus (which amount would be doubled in the event that any such termination occurred following a change in control and prior to the expiration of the Alberini Employment Agreement); (ii) any unpaid base salary and bonus earned with respect to any fiscal year ending on or preceding the date of termination, accrued vacation, reimbursement for any unreimbursed business expenses, and all other payments or benefits to which the executive may be entitled (collectively, the "Accrued Amounts"); (iii) a pro-rata portion of the executive's bonus for the performance year in which the termination occurred (pro-rata based on the number of days of employment during the year) based upon actual performance had employment continued through the end of the year; and (iv) the accelerated vesting of the unvested portion of his 150,000 share special employment inducement award. In such circumstances, in addition to the benefits described above, the Company, in its sole discretion, would have the option to enter into a one year consulting agreement with the executive providing for annual compensation at a rate of 50% of the executive's base salary. As described above, because Mr. Alberini resigned voluntarily, he did not receive any payments under the Alberini Employment

Agreement other than earned and unpaid base salary, accrued vacation and reimbursement for any unreimbursed business expenses.

If the executive's employment with the Company was terminated on account of the executive's death or total disability, the Alberini Employment Agreement provided that the executive would be entitled to (i) any Accrued Amounts; and (ii) a pro-rata portion of the executive's bonus for the year in which the termination occurred (pro-rata based on the number of days of employment during the year) based upon targeted performance had employment continued through the end of the year.

The following table sets forth the estimated amounts that each of the identified Named Executive Officers would have become entitled to under the terms of their applicable employment agreements and employment offer letters and the other plans in which they participate had their employment with the Company terminated and/or a change in control of the Company occurred on the last business day of fiscal 2011.

Name	Triggering Event	Cash Severance ($)	Cash Bonus ($)(1)	Value of Accelerated Restricted Stock and Unvested Options ($)(2)	Total ($)
J. Michael Prince					
	Death / Disability				
	Term. Without Cause				
	Change of Control			440,400	440,400
	Change of Control and Termination			440,400	440,400
Michael Relich					
	Death / Disability		270,000		270,000
	Term. Without Cause	150,000(3)			150,000
	Change of Control			1,400,183	1,400,183
	Change of Control and Termination	150,000(3)		1,400,183	1,550,183
Dennis Secor					
	Death / Disability		252,000		252,000
	Term. Without Cause	210,000(4)			210,000
	Change of Control			1,106,485	1,106,485
	Change of Control and Termination	210,000(4)		1,106,485	1,316,485

(1) Represents the maximum annual cash incentive award eligible to be earned during fiscal 2011. The cash incentive amounts actually paid in fiscal 2011 are presented in Columns (d) and (g) of the "Summary Compensation Table" above.

(2) Represents the aggregate value of the acceleration of vesting of the executive's unvested stock options and restricted stock based on the closing price of the Company's Common Stock on the NYSE on the last business day of fiscal 2011.

(3) Represents a severance payment in an amount equal to four months of base salary upon termination, subject to a reduction equal to any amounts earned by Michael Relich from other employment during the four month period.

(4) Represents a severance payment in an amount equal to six months of base salary upon termination, subject to a reduction equal to any amounts earned by Dennis Secor from other employment during the six month period.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information available to the Company as of the Record Date, May 5, 2011, with respect to shares of Common Stock held by (i) each director, including the three Class III Nominees (as defined under "Proposal No. 1: Election of Class III Directors" above), (ii) our Named Executive Officers (as defined under "Executive and Director Compensation Compensation Discussion and Analysis" above) and (iii) all of our directors, including our Class III Nominees, and our executive officers as a group. We are not aware of any person, other than Maurice Marciano and Paul Marciano, who beneficially owned over 5% of our outstanding shares of Common Stock on May 5, 2011.

	Beneficial Ownership of Common Stock	
Name of Beneficial Owner(1)	**Number of Shares**	**Percent of Class(2)**
Maurice Marciano(3)	15,541,512	16.7%
Paul Marciano(4)	12,411,241	13.4%
Carlos Alberini(5)	5,000	*
Judith Blumenthal(5)	28,061	*
Gianluca Bolla(5)		*
Anthony Chidoni(5)	212,944	*
Kay Isaacson-Leibowitz(5)	38,372	*
J. Michael Prince(5)	10,185	*
Michael Relich(5)	40,595	*
Dennis Secor(5)	39,366	*
Alex Yemenidjian(5)	86,428	*
All directors and executive officers as a group (11 persons)(6)	28,413,704	30.5%

*
Less than 1.0%

(1)
Except as described below and subject to applicable community property laws and similar laws, each person listed above has sole voting and investment power with respect to such shares. This table is based upon information supplied by officers, directors and principal shareholders. The business address for each person is: c/o Guess?, Inc., 1444 South Alameda Street, Los Angeles, California 90021.

(2)
The number of shares outstanding used in calculating the percentages for each person includes shares that may be acquired by such person upon the exercise of options exercisable within 60 days of May 5, 2011 but excludes shares underlying options held by any other person. The percent of beneficial ownership is based on 92,574,703 shares of Common Stock outstanding on May 5, 2011.

(3)
Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 112,050 shares held directly; 9,993,571 shares held indirectly as sole trustee of the Maurice Marciano Trust; 2,000,000 shares held indirectly as a member of Next Step Capital LLC; 1,164,971 shares held indirectly as a member of Marciano Financial Holdings IV, LLC (with respect to which he has (i) sole voting power over 815,480 shares and no voting power over the remainder and (ii) shared investment power); 70 shares held as sole trustee of the Maurice Marciano Gift Trust FBO Caroline Marciano; 2,000,000 shares held indirectly as a member of MNM Capital Holdings, LLC (with respect to which he has sole voting power over 500,000 shares and no voting power over the remainder); 36,500 shares held indirectly as President of the Maurice Marciano Family Foundation; and 234,350 shares that may be acquired upon the exercise of options exercisable within 60 days of May 5, 2011. Amounts include 6,000,000 shares pledged as security under revolving lines of credit

as of May 5, 2011. Amounts also include 1,000,000 shares pledged as security with respect to 10,000 covered call options sold by the Maurice Marciano Trust with an exercise price of $50.00 and expiration dates ranging from July 18, 2011 to July 21, 2011. To avoid double counting shares for purposes of this table, total holdings do not include the following amounts shown in the holdings of Paul Marciano in Footnote 4 below: an additional 1,164,971 shares held by Marciano Financial Holdings IV, LLC (with respect to which Maurice Marciano has no voting power and Maurice Marciano and Paul Marciano share investment power); and 666,284 shares held by G Financial Holdings, LLC (with respect to which Maurice Marciano has sole voting power and no investment power).

(4)

Includes shares of Common Stock beneficially owned by Paul Marciano as follows: 265,950 shares held directly (of which 200,000 are subject to performance-based vesting conditions with respect to fiscal year 2012); 7,134,636 shares held indirectly as sole trustee of the Paul Marciano Trust; 1,164,971 shares held indirectly as a member of Marciano Financial Holdings IV, LLC (with respect to which he has (i) sole voting power over 931,977 shares and no voting power over the remainder and (ii) shared investment power); 459,500 shares held indirectly as president of the Paul Marciano Foundation; 1,581,700 shares held indirectly as a member of NRG Capital Holdings II, LLC (with respect to which he has sole voting power over 395,425 shares and no voting power over the remainder); 1,332,568 shares held indirectly as member of G Financial Holdings, LLC (with respect to which he has no voting power); 333,716 shares held indirectly as investment advisor of G2 Grat (with respect to which he has no voting power); and 138,200 shares that may be acquired upon the exercise of options exercisable within 60 days of May 5, 2011. Amounts include 4,000,000 shares pledged as security under revolving lines of credit as of May 5, 2011. To avoid double counting shares for purposes of this table, total holdings do not include the following amounts shown in the holdings of Maurice Marciano in Footnote 3 above: an additional 1,164,971 shares held by Marciano Financial Holdings IV, LLC (with respect to which (i) Paul Marciano has shared voting power over 349,491 shares and no voting power over the remainder and (ii) Paul Marciano and Maurice Marciano share investment power); and 1,500,000 shares held by MNM Capital Holdings, LLC (with respect to which Paul Marciano has shared voting power and no investment power).

(5)

Includes shares of Common Stock that may be acquired upon the exercise of options exercisable within 60 days of May 5, 2011, as follows: Carlos Alberini, no shares; Judith Blumenthal, 2,117 shares; Gianluca Bolla, no shares (Mr. Bolla holds 4,207 restricted stock units which are scheduled to vest January 31, 2012); Anthony Chidoni, 159,176 shares; Kay Isaacson-Leibowitz, 12,442 shares; J. Michael Prince, no shares; Michael Relich, 19,275 shares; Dennis Secor, 7,925 shares; and Alex Yemenidjian, 44,660 shares.

(6)

Includes: 618,145 shares of Common Stock that may be acquired upon the exercise of options within 60 days of May 5, 2011.

EQUITY COMPENSATION PLAN INFORMATION

The following table sets forth, for each of the Company's equity compensation plans, the number of shares of Common Stock subject to outstanding options, the weighted-average exercise price of outstanding options, and the number of shares remaining available for future award grants, in each case, as of January 29, 2011.

Plan Category	Number of Shares of Common Stock to be Issued Upon Exercise of Outstanding Options	Weighted-Average Exercise Price of Outstanding Options	Common Stock Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Shares Reflected in the First Column)
Equity compensation plans approved by shareholders	2,204,319	$ 27.50	17,943,429(1)
Equity compensation plans not approved by shareholders	0	0	0
Total	2,204,319	$ 27.50	17,943,429(1)

(1) Of this number (i) 13,723,669 shares were available at January 29, 2011 for future issuance under stock options, SARs, restricted stock awards, stock units, performance share awards or performance units under the Company's 2004 Equity Incentive Plan (the Company has filed a registration statement with respect to 10,000,000 of the 20,000,000 shares authorized for grant under the 2004 Equity Incentive Plan), (ii) no shares were available for future issuance under the Company's 1996 Equity Incentive Plan, (iii) 3,268,387 shares were available at January 29, 2011 for future issuance pursuant to the Company's 2002 Employee Stock Purchase Plan and (iv) 951,373 shares were available at January 29, 2011 for future issuance under stock options and restricted stock awards under the Company's 2006 Non-Employee Directors' Stock Grant and Stock Option Plan.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Under our written Related Person Transactions Policy, a related person transaction (as defined below) may be consummated or may continue only if the Audit Committee approves or ratifies the transaction in accordance with the guidelines set forth in the policy. The policy applies to: (i) any person who is, or at any time since the beginning of our last fiscal year was, a director or executive officer, (ii) any person who is known to be the owner of 5% or more of any class of our voting securities, (iii) any immediate family member, as defined in the policy, of any of the foregoing persons, and (iv) any entity in which any of the foregoing persons is an officer, general partner or otherwise controls such entity. "Related person transaction" is defined in the policy as a transaction, arrangement or relationship, or series of similar transactions, arrangements or relationships, in which (a) the Company was or is to be a party or a participant, (b) the amount involved exceeds or reasonably can be expected to exceed $120,000, and (c) any of the foregoing persons had or will have a direct or indirect material interest.

All directors and executive officers are required under the Related Person Transactions Policy to notify the Company's General Counsel of any potential or actual related person transaction as soon as they become aware of any such transaction. The General Counsel then presents any related person transactions to the Audit Committee for consideration. Among other relevant factors, the Audit Committee may consider the following: (i) the size and materiality of the transaction and the amount of consideration payable to a related person, (ii) the nature of the interest of the applicable related person, (iii) whether the transaction may involve a conflict of interest, (iv) whether the transaction involves the provision of goods or services to the Company that are readily available from unaffiliated third parties upon better terms, and (v) whether there are business reasons to enter into the transaction.

Leases

The Company leases warehouse and administrative facilities, including the Company's corporate headquarters in Los Angeles, California, from partnerships affiliated with the trusts for the respective benefit of Maurice Marciano and Paul Marciano, who are executives of the Company, Armand Marciano, their brother and former executive of the Company, and certain of their children (the "Marciano Trusts"). There were four of these leases in effect at January 29, 2011 with expiration dates ranging from 2012 to 2020. The lease with respect to the Company's corporate headquarters in Los Angeles, California, was amended in August 2010 to extend the term for an additional two years, to 2020. All other terms of the existing corporate headquarters lease remain in full force and effect. In September 2010, the Company, through a French subsidiary, entered into a lease for a new showroom and office space located in Paris, France with an entity that is owned in part by an affiliate of the Marciano Trusts. The new lease will allow the Company, which currently occupies two separate corporate locations in Paris, to consolidate its locations into a single improved and larger space. The Company expects to take possession of the new Paris facility during the first half of fiscal 2012, at which time lease payments and a nine year lease term will commence. The Paris lease provides for annual rent in the amount of $0.9 million for the first year (with subsequent annual rent adjustments based on a specified price index) and includes a Company option for early termination at the end of the sixth year.

Aggregate rent expense under these related party leases was $3.8 million in each of fiscal 2011, fiscal 2010 and fiscal 2009. 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 independent third party management companies contracted by MPM Financial to manage its aircraft. Under an informal arrangement with MPM Financial and the third party management companies, the Company has chartered and may from time-to-time continue to charter aircraft owned by MPM Financial at a discount from the third party management companies' preferred customer hourly charter rates. The total fees paid under these arrangements for fiscal 2011, fiscal 2010 and fiscal 2009 were approximately $1.1 million, $0.4 million and $0.9 million, respectively.

OTHER MATTERS

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires the Company's executive officers and directors, and any beneficial owner of more than ten percent of a registered class of the Company's equity securities, to file reports (Forms 3, 4 and 5) of stock ownership and changes in ownership with the SEC and the NYSE. Officers, directors and beneficial owners of more than ten percent of the Common Stock are required by SEC regulation to furnish the Company with copies of all such forms that they file.

Based solely on the Company's review of the copies of Forms 3, 4 and 5 and the amendments thereto received by it for the year ended January 29, 2011, or written representations from certain reporting persons that no Forms 5 were required to be filed by those persons, the Company believes that during the year ended January 29, 2011, all filing requirements were complied with by its executive officers, directors and beneficial owners of more than ten percent of the Common Stock.

THE BOARD OF DIRECTORS
May 19, 2011

IMPORTANT ANNUAL MEETING INFORMATION

Electronic Voting Instructions

You can vote by Internet or telephone!
Available 24 hours a day, 7 days a week!

Instead of mailing your proxy, you may choose one of the two voting methods outlined below to vote your proxy.

VALIDATION DETAILS ARE LOCATED BELOW IN THE TITLE BAR.

Proxies submitted by the Internet or telephone must be received by 1:00 a.m., Eastern Time, on June 23, 2011.

Vote by Internet

• Log on to the Internet and go to

www.envisionreports.com/ges

• Follow the steps outlined on the secured website.

Vote by telephone

• Call toll free 1-800-652-VOTE (8683) within the USA, US territories & Canada any time on a touch tone telephone. There is **NO CHARGE** to you for the call.

• Follow the instructions provided by the recorded message.

Using a **black ink** pen, mark your votes with an **X** as shown in this example. Please do not write outside the designated areas. x

Annual Meeting Proxy Card

IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.

A Proposals The Board of Directors recommends a vote FOR all the nominees listed in Proposal 1, FOR Proposals 2 and 4, and FOR a frequency of every THREE YEARS in Proposal 3.

1. Election of Class III Directors:

	For	Withhold		For	Withhold		For	Withhold
01 - Kay Isaacson-Leibowitz (term expiring in 2014)	o	o	02 - Maurice Marciano (term expiring in 2014)	o	o	03 - Alex Yemenidjian (term expiring in 2014)	o	o

	For	Against	Abstain
2. Advisory vote to approve executive compensation.	o	o	o
4. Ratification of the appointment of Ernst & Young LLP as the Company s independent auditors for the fiscal year ending January 28, 2012.	o	o	o

	1 Yr	2 Yrs	3 Yrs	Abstain
3. Advisory vote on the frequency of a shareholder vote on executive compensation.	o	o	o	o

In their discretion, the proxy holders are authorized to vote on such other matters that may properly come before this Annual Meeting or any adjournment or postponement thereof. If no direction is made, this proxy will be voted for each of the nominees for director, for Proposals 2 and 4, and for a frequency of every three years in Proposal 3.

B Non-Voting Items

Change of Address Please print new address below.

Meeting Attendance

Mark box to the right if you plan to attend the Annual Meeting. o

C Authorized Signatures This section must be completed for your vote to be counted. Date and Sign Below

Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title.

Date (mm/dd/yyyy) Please print date below.	Signature 1 Please keep signature within the box.	Signature 2 Please keep signature within the box.
/ /		

IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.

Proxy Guess?, Inc.

COMMON STOCK

PROXY SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned hereby appoint(s) J. Michael Prince, Deborah Siegel and Jason Miller, or each of them acting alone, as proxies with full power of substitution, and hereby authorizes each of them to represent and to vote, as designated on the reverse side hereof, all shares of Common Stock of Guess?, Inc. (the Company) held of record by the undersigned on May 5, 2011 at the Annual Meeting of Shareholders to be held on June 23, 2011 at 9:00 a.m., local time, or any adjournments or postponements thereof, at the Beverly Hills Hotel, 9641 Sunset Boulevard, Beverly Hills, California 90210, and hereby revoke(s) any proxies heretofore given.

UNLESS OTHERWISE SPECIFIED, THIS PROXY WILL BE VOTED FOR THE NOMINEES FOR DIRECTORS, FOR THE ADVISORY RESOLUTION APPROVING THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS, FOR HOLDING THE ADVISORY VOTE ON COMPENSATION OF THE NAMED EXECUTIVE OFFICERS EVERY THREE YEARS, FOR THE RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT AUDITORS AND, IN THE DISCRETION OF THE PROXY HOLDERS, ON SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE ANNUAL MEETING.

This proxy is revocable and the undersigned may revoke it at any time prior to its exercise. Attendance of the undersigned at the above meeting or any adjourned or postponed session thereof will not be deemed to revoke this proxy unless the undersigned votes said shares in person.

This proxy will be governed by and construed in accordance with the laws of the State of Delaware and applicable Federal Securities laws.

(Continued and to be voted on reverse side.)

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