

GUESS INC  
Form 8-K  
June 30, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **June 24, 2010**

**GUESS?, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation)

**1-11893**  
(Commission File Number)

**95-3679695**  
(IRS Employer Identification No.)

**1444 S. Alameda Street Los Angeles, California 90021**

(Address of principal executive offices) (Zip Code)

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Registrant's telephone number, including area code: **(213) 765-3100**

**Not applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On June 24, 2010, Guess?, Inc. (the Company) held its annual meeting of shareholders (the Annual Meeting). As of May 6, 2010, the record date for the Annual Meeting, there were a total of 93,318,756 shares of common stock of the Company outstanding and eligible to vote. At the Annual Meeting, 86,885,911 shares were represented in person or by proxy and, therefore, a quorum was present.

At the Annual Meeting, the shareholders of the Company voted on and approved the following matters:

1. The election of three directors to serve on the Company's Board of Directors for a term of three years each and until their successors are duly elected and qualified.

| Name of Director  | Votes For  | Votes Withheld | Broker Non-Votes |
|-------------------|------------|----------------|------------------|
| Judith Blumenthal | 82,577,947 | 464,439        | 3,843,525        |
| Anthony Chidoni   | 82,571,047 | 471,339        | 3,843,525        |
| Paul Marciano     | 77,155,274 | 5,887,112      | 3,843,525        |

2. The re-approval of the Guess?, Inc. Annual Incentive Bonus Plan so that performance-based cash compensation paid thereunder will continue to be deductible by the Company for federal income tax purposes.

| Votes For  | Votes Against | Votes Abstaining | Broker Non-Votes |
|------------|---------------|------------------|------------------|
| 81,964,927 | 4,519,811     | 401,173          | -0-              |

3. The ratification of the appointment of Ernst & Young LLP as the Company's independent auditors for the fiscal year ending January 29, 2011.

| Votes For  | Votes Against | Votes Abstaining | Broker Non-Votes |
|------------|---------------|------------------|------------------|
| 86,810,405 | 50,573        | 24,933           | -0-              |

**SIGNATURES**

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

Dated: June 30, 2010

GUESS?, INC.

By: /s/ Dennis R. Secor

Dennis R. Secor  
*Senior Vice President and  
Chief Financial Officer*