

GUESS INC  
Form S-8 POS  
June 16, 2006

As filed with the Securities and Exchange Commission on June 16, 2006

Registration No. 333-10069

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**POST-EFFECTIVE AMENDMENT NO. 1  
TO FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**GUESS?, INC.**

(Exact Name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**95-3679695**  
(I.R.S. Employer  
Identification No.)

**1444 South Alameda Street  
Los Angeles, California 90021**  
(Address, Including Zip Code, of Principal Executive Offices)

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**Guess?, Inc.**  
**2006 Non-Employee Directors Stock Grant and Stock Option Plan**  
**(f/k/a Guess?, Inc. 1996 Non-Employee Directors Stock Option Plan)**  
(Full Title of the Plan)

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**Deborah S. Siegel  
General Counsel and Secretary  
Guess?, Inc.**

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**1444 South Alameda Street  
Los Angeles, California 90021  
(213) 765-3100**

(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

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**EXPLANATORY NOTE**

Guess?, Inc., a Delaware corporation (the Registrant ), is filing this Post-Effective Amendment No. 1 to Form S-8 Registration Statement to reflect the change of the name of the Guess?, Inc. 1996 Non-Employee Directors' Stock Option Plan to the Guess?, Inc. 2006 Non-Employee Directors' Stock Grant and Stock Option Plan, which became effective in connection with the approval by the Registrant's shareholders of the amendment and restatement of the plan on May 9, 2006.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post Effective Amendment No. 1 to Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Los Angeles, State of California, on June 16, 2006.

**GUESS?, INC.**  
a Delaware corporation

By: */s/ CARLOS ALBERINI*  
Carlos Alberini  
President, Chief Operating Officer  
and Director

**POWER OF ATTORNEY**

We, the undersigned officers and directors of Guess?, Inc., hereby severally constitute and appoint Carlos Alberini and Deborah Siegel as attorneys-in-fact, and each of them singly, our true and lawful attorneys-in-fact, with full power to them in any and all capacities, to sign any and all amendments to this Registration Statement (including any post-effective amendments, exhibits thereto and other documents in connection therewith), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them individually, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<i>/s/ MAURICE MARCIANO</i> Maurice Marciano	Co-Chairman of the Board Co-Chief Executive Officer (Principal Executive Officer)	June 16, 2006
<i>/s/ PAUL MARCIANO</i> Paul Marciano	Co-Chairman of the Board Co-Chief Executive Officer	June 16, 2006

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/s/ CARLOS ALBERINI Carlos Alberini	President, Chief Operating Officer and Director	June 16, 2006
/s/ ANTHONY CHIDONI Anthony Chidoni	Director	June 16, 2006
/s/ ALICE KANE Alice Kane	Director	June 16, 2006
/s/ KAREN NEUBURGER Karen Neuburger	Director	June 16, 2006
/s/ ALEX YEMENIDJIAN Alex Yemenidjian	Director	June 16, 2006

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
24.	Power of Attorney (included in this Registration Statement under Signatures ).

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