

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM 8-A/A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Guess ?, Inc.

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(Exact name of registrant as specified in its charter)

Delaware

95-3679695

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(State of incorporation or organization)

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(I.R.S. Employer Identification No.)

1444 South Alameda Street, Los Angeles, California

90021

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(Address of principal executive offices)

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(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class  
to be so registered  
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Name of each exchange on which  
each class is to be registered  
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Common Stock, par  
value \$.01 per share

New York Stock Exchange, Inc.

If this Form relates to the registration of a class of debt securities and is effective upon filing pursuant to General Instruction A.(c)(1), please check the following box. / /

If this Form relates to the registration of a class of debt securities and is to become effective simultaneously with the effectiveness of a concurrent registration statement under the Securities Act of 1933 pursuant to General Instruction A.(c)(2), please check the following box. / /

Securities to be registered pursuant to Section 12(g) of the Act:

None

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

A description of the Registrant's Common Stock, par value \$.01 per share, is contained in Amendment No. 3 to the Registration Statement on Form S-1 (Registration Statement No. 333-4419), filed with the Securities and Exchange Commission on July 26, 1996, under the captions "Description of Capital Stock--Common Stock" and "--Certain Certificate of Incorporation, Bylaws and Statutory Provisions Affecting Stockholders," which description is incorporated herein by reference.

ITEM 2. EXHIBITS.\*

Exhibit No.

Description

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- 1 Registrant's Annual Report on Form 10-K for the year ended December 31, 1995.
  - 2 Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 1996.
  - 4.1 Restated Certificate of Incorporation of the Registrant.
  - 4.2 Bylaws of the Registrant.
  - 5 Specimen of the Registrant's Common Stock Certificate.

\* Pursuant to Instruction II of the Instructions as to Exhibits, these exhibits are not being included with the copy of this registration statement filed with the Securities and Exchange Commission.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

GUESS ?, INC.

Date: July 26, 1996

By: /s/ ROGER A. WILLIAMS

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Name: Roger A. Williams  
Title: Chief Financial Officer