

GUESS INC  
Form SC 13G  
February 12, 2009

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

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. )**

Guess?, Inc.

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(Name of Issuer)

Common Stock, \$0.01 par value

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(Title of Class of Securities)

401617105

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(CUSIP Number)

December 31, 2008

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be 'filed' for the purpose of Section 18 of the Securities Exchange Act of 1934 ('Act') or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 401617105

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Person 1

1. (a) Names of Reporting Persons.  
Turner Investment Partners, Inc.  
(b) Tax ID

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2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)

- 
3. SEC Use Only .....

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4. Citizenship or Place of Organization Pennsylvania

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Number of  
Shares  
Beneficially  
Owned by  
Each Reporting  
Person With

5. Sole Voting Power 4,222,820

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6. Shared Voting Power 0

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7. Sole Dispositive Power 6,424,832

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8. Shared Dispositive Power 0

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9. Aggregate Amount Beneficially Owned by Each Reporting Person 6,424,832

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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11. Percent of Class Represented by Amount in Row (9) 6.8 %
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12. Type of Reporting Person (See Instructions)

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**Item 1.**

- (a) Name of Issuer  
Guess?, Inc.
- (b) Address of Issuer's Principal Executive Offices  
1444 South Alameda Street, Los Angeles, CA 90021

**Item 2.**

- (a) Name of Person Filing  
Turner Investment Partners, Inc.
- (b) Address of Principal Business Office or, if none, Residence  
1205 Westlakes Drive, Suite 100, Berwyn PA 19312
- (c) Citizenship  
Pennsylvania
- (d) Title of Class of Securities  
Common Stock, \$0.01 par value
- (e) CUSIP Number  
401617105

**Item 3. If this statement is filed pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78c)
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e)  An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);  
]
- (f)  An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J);.
- (k)  Group, in accordance with 240.13d-1(b)(1)(ii)(K).If filing as a non-U.S. institution in accordance with 240.13d-1(b)(ii)(J), please specify the type of institution:

**Item 4. Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 6,424,832
- (b) Percent of class: \*(see endnote) 6.8%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote 4,222,820
  - (ii) Shared power to vote or to direct the vote 0
  - (iii) Sole power to dispose or to direct the disposition of 6,424,832
  - (iv) Shared power to dispose or to direct the disposition of 0

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.[ ] .

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

The securities in respect of this Schedule 13G, which is filed by Turner Investment Partners, Inc. in its capacity as an investment adviser, are owned of record by clients of Turner Investment Partners, Inc. Those clients have the right to receive, or the power to direct the receipt of, dividends from, or the proceeds from the sale of, such securities. No such client is known to have such right or power with respect to more than five percent of this class of securities.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.**

Not Applicable.

**Item 8. Identification and Classification of Members of the Group**

Not Applicable.

**Item 9. Notice of Dissolution of Group**

Not Applicable.

**Item 10. Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 10, 2009

Date

Brian F. McNally

Signature

General Counsel and Chief Compliance Officer

Name/Title

**Exhibit A**

\*Based upon 94,202,371 shares of common stock, \$0.01 par value, outstanding as of December 4, 2008 as disclosed in the Guess?, Inc. Quarterly Report on Form 10-Q for the quarterly period ended November 1, 2008, as filed with the Securities and Exchange Commission on December 11, 2008.

**Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations  
(See 18 U.S.C. 1001)**

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